MARVEL

SPIDER-MAN®

THE NEXT CHAPTER

VOLUME ONE

SPIDER-MAN

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the ROMITAS & VILLARRUBIA

VOLUME ONE

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THE AMAZING SPIDER-MAN®

MARVEL® COMICS

1ST SPECTACULAR ISSUE!

JAN 1999

APPROVED BY THE COMICS CODE AUTHORITY

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THE LEGEND REBORN!

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THE LEGEND REBORN!

STAN LEE
PRESENTS:

NEW YORK CITY. THE HOME OF HEROES.

TODAY, AS EVIDENCED BY THE FIERY MESSAGE SCRAWLED ACROSS THE SKY, THERE IS ONE HERO WHO HAS BEEN NOTICEABLY ABSENT.

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COLORS
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COME ON, WEBHEAD OL' BUDDY, WHERE *ARE* YOU?

IT'S BEEN MONTHS AND THIS DISAPPEARING ACT JUST ISN'T LIKE *YOU.*

IT'S NOT AS IF *YOU* COULD HAVE GOTTEN YOURSELF SHUNTED OFF INTO A PARALLEL DIMENSION BY YOUR SIX-YEAR-OLD NEPHEW WHILE BATTLING AN EVIL PSIONIC ENEMY. THAT'S *MY* BIT.

YOU JUST HAD YOUR LATEST IN AN ONGOING SERIES OF TUSSLES WITH YOUR ARCH RIVAL THE *GREEN GOBLIN,* IS ALL.

BY ALL ACCOUNTS IT WAS A BIG ONE, AND HE ALMOST TOOK OUT HALF THE CITY IN AN ATTEMPT TO *KILL* YOU, *BUT...*

...WHY DIDN'T YOU ASK FOR MY HELP? YOU CAME TO REED TO HELP THE PARKER WOMAN, BUT YOU NEVER ASKED ME TO WATCH YOUR BACK. WHY, BUDDY?

IF YOU HAD A PROBLEM DEALING WITH SOMETHING --

-- BLAST IT, YOU SHOULD HAVE GOTTEN HOLD OF ME!

WE COULD'VE GONE OFF, BLOWN OFF SOME STEAM AND WORKED THINGS OUT.

THAT'S WHAT FRIENDS ARE FOR.

In Spider-Man: The Final Chapter -- Ralf.

REED, YOU GONNA REEL IN TORCHIE, OR WHAT?

I MEAN I'M AS INTERESTED IN WHAT HAPPENED TO THE WEBSLINGER AS THE NEXT GUY, BUT...

...I DON'T KNOW IF A *HUMAN TORCH* O'GRAM IS THE WAY TO FIND HIM.

COME ON, *BEN,* YOU KNOW HOW CLOSE JOHNNY AND SPIDER-MAN HAVE BEEN.

YEAH SUZIE, BUT WE'RE STARTIN' TO DRAW A CROWD.

IT'S NOT *EVERY DAY* THEY GET TO FEAST THEIR EYES ON THE EVER-LOVIN' *THING, MISTER FANTASTIC* AND THE *INVISIBLE WOMAN.*

NOT TO WORRY, BEN, I GAVE IT MY BEST SHOT.

SPIDEY'S NOT SHOWING.

I'M SORRY, JOHNNY. I KNOW HOW YOU MUST FEEL.

DON'T SWEAT IT, REED. SPIDEY'S A BIG BOY.

I'M SURE HE'S GOT A GOOD REASON FOR DROPPING OUT OF SIGHT.

HE'LL GET IN TOUCH WHEN HE NEEDS TO.

SORRY, BUDDY, BUT SPIDER-MAN ISN'T COMING OUT TO PLAY.

NOT TONIGHT OR EVER AGAIN.

PETER PARKER'S DAYS AS THE AMAZING SPIDER-MAN ARE OVER.

THE RESPONSIBILITY OF BEING A SUPER HERO, AND STILL HAVING HALF THE CITY HATE ME, TOOK ITS TOLL. I'VE LOST TOO MUCH -- MADE TOO MANY SACRIFICES.

AND ALL BECAUSE ONE ITSY-BITSY IRRADIATED SPIDER BIT ME IN ITS DEATH THROES AND GAVE ME THE PROPORTIONATE STRENGTH, SPEED AND DANGER SENSE OF SAID ARACHNID...

...WHAT WOULD MY LATE ***UNCLE BEN*** THINK OF ALL THAT'S HAPPENED TO ME SINCE THAT FATEFUL DAY? AND WHAT WOULDN'T I GIVE TO HEAR IT FROM HIM.

HE WAS ALWAYS THERE FOR ME. AFTER MY PARENTS WERE KILLED IN THE PLANE CRASH, HE AND ***AUNT MAY*** TOOK ME IN AS THEIR OWN.

WE ALWAYS HAD A ROOF OVER OUR HEAD IN THOSE DAYS, BUT IT WAS MUCH MORE HAND-TO-MOUTH THAN EITHER OF THEM WOULD EVER LET ON. BLESS 'EM.

AND NOW...

NO MORE SPIDER-MAN, NO MORE GOBLINS, OCTOPUSES OR ANY OTHER SUPER-VILLAINS.

I DID MY TIME.

I HAD THE POWER AND I ACTED RESPONSIBLY.

IT'S TIME FOR PETER PARKER TO LIVE.

I'M YOUNG, AND LIVING THE GOOD LIFE WITH MY GORGEOUS, SUPER-MODEL WIFE, ***MARY-JANE***, AND WORKING HARD TO FINISH GRADUATE SCHOOL.

I'D LIKE TO THINK UNCLE BEN WOULD BE PROUD, THAT ALL THE SACRIFICES HE AND AUNT MAY MADE FOR ME AFTER MY PARENTS WERE KILLED WEREN'T FOR NOTHING.

PETER! COME IN OFF THAT DRAFTY BALCONY!

I'M FINE, AUNT MAY. I WAS JUST --

I SAW THAT HUMAN TORCH FELLOW'S MESSAGE.

THOUGH WHY ANYONE LIKE THAT NICE CLEAN-CUT JOHNNY STORM WOULD EVEN CARE THAT THAT AWFUL SPIDER-MAN IS MISSING IS BEYOND ME.

THANK GOODNESS IS ALL I HAVE TO SAY!

NOW I MADE YOU SOME-THING TO SNACK ON, PETER. YOU'RE STILL SO SKINNY. A BOY YOUR AGE SHOULD BE PUTTING ON SOME MUSCLE.

YOU REALLY DON'T HAVE TO DOTE ON ME THIS WAY, AUNT MAY, I ***AM*** A GROWN-UP!

NONSENSE! I ***LOVE*** LOOKING AFTER YOU, PETER, ALWAYS HAVE. BESIDES, IT TOOK ME LONG ENOUGH TO FIND EVERYTHING IN THIS KITCHEN... IT IS SIMPLY ***TOO*** BIG. SO YOU HAD BETTER EAT EVERY BITE.

YES, MA'AM.

WHAT ABOUT YOU, AUNT MAY? HOW ARE YOU FEELING?

STILL TRYING TO GET USED TO ALL THAT'S HAPPENED.

I AM SIMPLY TOO OLD TO BE INVOLVED IN THE SCHEMES OF SPIDER-MAN AND THAT AWFUL GREEN GOBLIN.

WHY WOULD ***ANYONE*** WANT TO MAKE PEOPLE BELIEVE I WAS DEAD?

JUST GOES TO SHOW WHAT THE WORLD HAS COME TO.

IT'S ALL THAT AWFUL *RAP MUSIC* IS WHAT I THINK.

NOW HERE I AM LEFT TO TRY AND EXPLAIN TO MY FRIENDS THAT I WASN'T DEAD AFTER ALL.

ALL THOSE FLOWERS SENT TO THE CEMETERY. YOU KNOW, PETER, MOST OF MY FRIENDS ARE ON FIXED INCOMES AND CAN'T AFFORD SUCH EXTRAVAGANCES.

AND NOW LOOK AT ME, LIVING THE HIGH LIFE IN A PENTHOUSE APARTMENT WITH MY FAVORITE NEPHEW AND HIS WIFE.

SUCH LUXURY! IT ***ALL*** IS GOING TO TAKE SOME GETTING USED TO.

MJ AND I WANT YOU TO BE HAPPY, AUNT MAY.

YOU'VE BEEN THROUGH ***SO*** MUCH...

...YOU DESERVE TO TAKE IT EASY FOR AWHILE.

WE ***ALL*** DO.

SPEAKING OF MY FAVORITE RED-HEADED SUPER MODEL!

RRRINGG

HEY THERE, TIGER, MISSING ME?

COUNTING THE HOURS UNTIL I GET TO PICK YOU UP AT THE AIRPORT!

THE THING IS... THAT'S WHY I WAS CALLING.

MY AGENT JUST CALLED ME WITH ANOTHER JOB OFFER.

MJ, ARE YOU HAVING **FUN?**

ALWAYS!

THEN DON'T WORRY ABOUT IT.

HONESTLY, I'VE GOT PLENTY GOING ON HERE BETWEEN GRAD SCHOOL, FREELANCING FOR THE BUGLE AND I GOT THE INTERVIEW WITH ***TRI CORP RESEARCH FOUNDATION.***

PETER! *IT'S WHAT YOU'VE ALWAYS WANTED!*

I DON'T HAVE IT YET, KIDDO.

IF THEY'RE FULL OF AS MANY SMART PEOPLE AS THEY CLAIM...YOU WILL.

NOW HOW'S AUNT MAY? IS THE APARTMENT WORKING OUT? DID THE NEW FURNITURE SHOW UP? ARE YOU SENDING THE BILLS TO MY BUSINESS MANAGER?

SHE'S DOING GREAT. YES. YES. AND ***YES.***

AND WHAT ABOUT THE ***OTHER*** THING? YOU ARE KEEPING YOUR PROMISE, AREN'T YOU?

YOU KNOW I CAN'T BE THERE TO KISS IT AND MAKE IT BETTER EVERY TIME YOU FALL OFF A BUILDING.

IT'S ONLY A LONG WEEKEND IN PARIS, BUT THEN I'VE GOT A STOPOVER IN LONDON TO GET MEASURED FOR THE FALL COLLECTION AND...

... WELL IT'S GOING TO BE AT LEAST ANOTHER WEEK UNTIL I GET HOME.

YEAH, MJ. I'M STICKING TO MY PROMISE. THOUGH I DID ASSUME WITH ***ME*** HAVING ALL THIS EXTRA TIME... I'D GET TO SPEND ***SOME*** OF IT WITH MY GORGEOUS WIFE.

I'M GOING TO HAVE TO GO NOW, TIGER, BUT REMEMBER...

... NO COSTUMES.

NO PROBLEM.

MEANWHILE, AS THE REMNANTS OF THE HUMAN TORCH'S BLAZING MESSAGE LINGER IN THE SKY OVER NEW YORK'S HELL'S KITCHEN...

SCRUNCH

... THE BLIND CRUSADER KNOWN AS **DAREDEVIL** ATTENDS TO THE BUSINESS OF PROTECTING THE INNOCENTS WHO LIVE IN HIS NEIGHBORHOOD.

YOUR FREE RIDE ENDS TONIGHT, SALLY BOY. YOU'VE BEEN TERRORIZING THE LOCAL STORE OWNERS LONG ENOUGH.

YOU SEND A MESSAGE TO THE KINGPIN FROM PRISON... HE'S ***NOT*** GETTING ANOTHER TOEHOLD INTO THIS CITY.

KEEP DREAMIN', D.D., YA WOULDN'T EVEN'A CAUGHT ME IF I WASN'T DISTRACTED BY THAT FLAMIN' MESSAGE IN THE SKY ASKIN' WHERE SPIDER-MAN IS.

RIGHT! AND WHAT NEXT, SALLY... HALLEY'S COMET? TRY AND BE A LITTLE MORE CREATIVE NEXT TIME!

WAIT! HE'S RIGHT! I WAS SO FOCUSED ON DEALING WITH HIM THAT I WAS COMPLETELY IGNORING THE HEAT SIGNATURE OF THE MESSAGE, BUT MY ENHANCED SENSES HAVE IT NOW.

SPIDER-MAN HAS BEEN MISSING AND ***I'VE*** BEEN FEELING IT ON THE STREETS.

HE AND I ARE THE FIRST LINE OF DEFENSE AGAINST THE LIKES OF THE KINGPIN AND OTHER THUGS.

SIMULTANEOUSLY, AT AVENGERS MANSION...

CAPTAIN AMERICA, THE **STAR SPANGLED** AVENGER, WATCHES AS THE LAST OF THE TORCH'S MESSAGE FADES AWAY.

WHERE ***HAVE*** YOU GOTTEN YOURSELF TO, SPIDER-MAN?

SIR, THE REST OF THE TEAM ARE ASSEMBLED AND AWAITING YOU IN THE COMBAT SIMULATION ROOM.

THANK YOU, JARVIS. I'M ON MY WAY.

SPIDER-MAN IS MISSED, SIR, ISN'T HE?

YES, JARVIS. HE IS.

HE WAS A STRANGE ONE, THOUGH. NEVER REALLY ACCEPTED BY THE PUBLIC -- A LONER. BUT IF I'M ANY JUDGE OF CHARACTER, HE HAD A GOOD HEART.

SIR, I THOUGHT YOU MIGHT WANT TO SEE THIS. THIS MORNING'S DAILY BUGLE.

THANK YOU.

"I'LL SHOW IT TO THE REST OF THE TEAM."

I DON'T KNOW WHY EVERYBODY'S SO WORRIED ABOUT SPIDER-MAN.

THE WALL-CRAWLER WASN'T REALLY MUCH MORE THAN A RESERVE AVENGER, SO WHAT'S THE BIG DEAL?

THE BIG DEAL, **JUSTICE**, IS THAT WITHOUT SPIDER-MAN DOING WHAT **HE** DOES...

... **WE** WOULD BE TOO BUSY CHASING AFTER THE LIKES OF DOCTOR OCTOPUS, THE GREEN GOBLIN AND VENOM TO DO WHAT **WE** DO.

HAVE AT THEE, ***VISION!***

IRON MAN, PERHAPS WE COULD CONCLUDE THIS DISCUSSION OF SPIDER-MAN'S WORTH UNTIL AFTER YOU AND JUSTICE HAVE ATTEMPTED TO DEAL WITH **THOR'S** HAMMER...

...WHICH HAS PASSED THROUGH MY HOLOGRAM FORM AND IS NOW PLACING THE **SCARLET WITCH** IN HARM'S WAY.

PLEASE, *VISION,* THERE'S NO NEED TO BE OVERLY PROTECTIVE OF ME.

HE WOULD NO SOONER PLACE ME IN HARM'S WAY THAN HE WOULD TRY AND HURT THE VISION.

A SIMPLE ALTERING OF PROBABILITIES AND...

... THE HAMMER LOSES ITS KINETIC ENERGY AND...

... IT FALLS -- UNTIL THOR CALLS IT BACK.

FWOMP

I'M SURE *SPIDER-MAN* WOULD HAVE KNOWN I COULD HANDLE MYSELF.

WHOA, CAP, WHAT'S UP? I HAVEN'T SEEN YOU LOOK THIS DOWN SINCE YOU HEARD ABOUT THE PLANS TO UPDATE THE STAR SPANGLED BANNER.

YOU ALL KNOW I'VE BEEN FOLLOWING THE DISAPPEARANCE OF SPIDER-MAN WITH SOME CONCERN.

DESPITE WHAT HIS PUBLIC PERSONA MAY BE, WE'VE ALWAYS KNOWN THAT HE'S DONE HIS PART DEFENDING THIS CITY.

IN THE PAST, JAMESON HAS LIMITED HIS EDITORIAL TIRADES TO SPIDER-MAN ALONE, BUT NOW...

DAILY BUGLE

NEW YORK'S FINEST DAILY NEWSPAPER

SPIDER-MA
COWARD O
CRIMINAL

THIS TIME JAMESON HAS GONE *TOO* FAR!

THE FOLLOWING DAY, AT THE DAILY BUGLE, NEW YORK CITY'S PREMIERE TABLOID NEWSPAPER...

JONAH! THIS TIME YOU'VE GONE TOO FAR!

IS THAT RIGHT, ROBBIE?

WELL I'VE GOT A NEWS FLASH FOR YOU...

...IT'S MY PAPER!

BUT HE'S **GONE,** JONAH. SPIDER-MAN IS MISSING. NO LONGER AMONGST US. YOU'VE FINALLY GOT WHAT YOU'VE ALWAYS WANTED. YOU'VE WON!

LET IT GO.

IT'S NOT **ENOUGH.**

FOR ALL I KNOW, THE DIRTY WEBSLINGER HAS GONE UNDER-GROUND -- LAYING LOW UNTIL THE HEAT'S OFF. LAUGHING AT US! LAUGHING AT **ME!**

AND I **WON'T** STAND FOR THAT, ROBBIE! I WANT THAT WALL-CRAWLING FREAK NAILED TO THE OUTSIDE OF THIS BUILDING. HIM AND THE OTHER COSTUMED VIGILANTES THAT PRETEND TO BE SERVING THE PUBLIC GOOD!

FROM NOW ON, THIS PAPER IS GOING TO REDOUBLE ITS EFFORTS TO LET THE PUBLIC KNOW EXACTLY WHAT SPIDER-MAN, AND THE REST OF HIS SPANDEX WEARING COHORTS, ARE REALLY ABOUT.

IF HE'S GOT A SECRET LIFE... FIND IT!

IF HE'S WORKING BEHIND THE SCENES... EXPOSE HIM!

IF HE DARES TO SHOW HIS FACE IN PUBLIC AGAIN... HEAVEN HELP HIM!

WHAT IN **BLUE BLAZES** IS EVERYBODY STARING AT? WE HAVE A PAPER TO PUT OUT! I'M NOT PAYING YOU TO STAND AROUND AND GAPE LIKE A BUNCH OF BRAIN DEAD IDIOTS!

GET TO **WORK!**

BOO!

GOOD LUCK SHOWING YOUR PHOTOS TO HIM, PETER! HE'S IN ONE OF HIS MOODS.

WHAT WAS YOUR FIRST CLUE, BETTY?

CALL IT REPORTER'S INSTINCT.

DON'T WORRY ABOUT IT, PETER...I'LL PROCESS THE VOUCHER. JONAH MAY BE THE PUBLISHER, BUT I'M STILL THE EDITOR-IN-CHIEF.

THANKS, ROBBIE.

SO, PETER, YOU USED TO HAVE THE KNACK FOR TRACKING DOWN SPIDER-MAN...ANY CLUES AS TO WHAT'S HAPPENED TO HIM?

NOT A ONE.

WHAT ARE YOU DOING HERE, PARKER? YOU'RE NOT ON STAFF ANY MORE!

I'VE GOT SOME PHOTOS FOR ROBBIE! HE ASKED ME TO --

GIVE THEM TO *ME!*

ROBBIE! THE POLICE SCANNERS ARE GOING WILD! APPARENTLY ***THE SCORPION*** IS ON A RAMPAGE.

THE POLICE ARE BEING TORN APART. NO ONE HAS BEEN ABLE TO REACH THE AVENGERS OR THE FF. IT'S BAD, ROBBIE.

TAKE IT, BRANT.

YOU WANT IN ON THIS, PETER?

BANK ROBBERY! BOMBING SUSPECT! BRIDGE JUMPING!

THE FANTASTIC FOUR! THE AVENGERS!

USELESS!

YOU EXPECT ME TO PAY GOOD MONEY FOR SHOTS ANY KID WITH A DISPOSABLE CAMERA COULD HAVE TAKEN?

SPIDER-MAN, PARKER! THAT'S WHAT I PAY FOR! BRING ME SHOTS OF SPIDER-MAN BREAKING THE LAW AND YOU'LL COLLECT A PAYCHECK! UNTIL THEN...

...STAY OUT OF MY FACE!

I'D LOVE TO, ROBBIE, BUT...ER...

...I'VE GOT ANOTHER APPOINTMENT.

A SHORT TIME LATER, ON A MANHATTAN STREET WHICH HAS BEEN TURNED INTO A BATTLE ZONE...

I'VE GOT NO TIME FOR THIS, BOYS AND GIRLS!

I'VE BEEN HIRED TO FIND SOMEONE!

JUST LIKE THE OLD DAYS WHEN I WAS SIMPLY ***MAC GARGAN,*** PRIVATE EYE!

THINGS HAVE CHANGED A LOT FOR ME SINCE THEN.

CHANGED AND CHANGED AGAIN.

CHANGE IS GOOD... DON'T YOU THINK?

ANYWAY... I'VE GOT SOMEONE TO TRACK DOWN AND I'M NOT GOING TO BE STOPPED BY A BUNCH OF PEA-SHOOTING COPS!

NOW GET OUTTA THE WAY...

WROOM

I CAN'T *BELIEVE* THIS!

THE SCORPION SEEMS MORE POWERFUL AND INSANE THAN EVER BEFORE. I THOUGHT WE'D SEEN THE LAST OF HIM AFTER THE ROXXON INCIDENT.

FROM WHAT I WAS ABLE TO PICK UP FROM THE FIRST COPS ON THE SCENE, BEFORE THE AMBULANCE TOOK THEM AWAY, HE MADE NO ATTEMPT AT SUBTERFUGE.

SKK T

...OR *DIE* WHERE YOU STAND!

HE JUST POPPED UP OUT OF NOWHERE AND STARTED TEARING UP THE STREETS.

See Spider-Man Unlimited #22 -- Runnin' Fer Cover Ralf.

THE NEWBIE PHOTOGRAPHER ROBBIE SENT OFF WITH ME WOULDN'T GET CLOSE ENOUGH FOR THE MONEY SHOTS.

HOW TOUGH CAN IT BE?

POP IN...

...SNAP A COUPLE OF CLOSE-UPS BEFORE THE SCORPION EVEN NOTICES ME...

...AND POP OUT --

CLIK CLIK

HEY!

I DON'T THINK YA GOT MY GOOD SIDE, LITTLE LADY!

ER... I...

FROM WHERE I'M STANDING, UGLY...

... YOU DON'T HAVE A GOOD SIDE!

SAM'S

SPIDER-MAN?!

I THOUGHT YOU WERE *DEAD* OR SOMETHING!

I DON'T REALLY CARE EITHER WAY.

NOT SO YOU'D NOTICE.

DEAD, ALIVE, RETIRED...

IT'S GOT *NOTHIN'* TO DO WITH ME.

YOU AND ME DON'T HAVE A FIGHT HERE TODAY! ALL I WANT TO DO IS BE LEFT ALONE LONG ENOUGH TO FIND THE GUY I'M AFTER AND BRING HIM BACK TO WHERE I HAVE TO.

WELL THANK YOU FOR MAKING THAT *SO* CLEAR, BUT...

... YOU SHOULD HAVE THOUGHT ABOUT ALL THAT BEFORE YOU STARTED TEARING UP THE STREET AND LAYING INTO HALF OF THE *NYPD*, MR. SUBTLETY!

THAT WASN'T *MY* FAULT!

I DIDN'T REALIZE THAT *THEY* WERE GOING TO DROP ME IN THE MIDDLE OF THE CITY.

AND I CERTAINLY WASN'T EXPECTIN' TO BE DROPPED IN FRONT OF A DOUGHNUT SHOP...

...WHERE THE BOYS IN BLUE JUST ABOUT FELL OVER THEMSELVES TRYING TO NAIL MY TAIL TO THE GROUND.

KZAKK

I'M REALLY JUST TRYING TO DO SOME SIMPLE DETECTIVE WORK.

THINK OF IT AS A MISSING PERSON CASE.

YOU'LL HAVE TO FORGIVE ME, SCORPION, BUT...

... EVEN THOUGH I'M KIND OF *NEW* AT THIS HERO GAME...

... I'M NOT BUYING IT!

YOU'VE BROKEN THE LAW, ENDANGERED LIVES AND NOW...

... *I'M* TAKING YOU DOWN!

FINE! I OFFERED YOU THE EASY WAY OUT, BUG HEAD...

... NOW YOU'RE GONNA LEARN THAT I'M NO LONGER A GUY TO BE TAKEN LIGHTLY.

YOU ONLY TOOK ME DOWN LAST TIME 'CAUSE YOU TRICKED ME.

WELL, I'VE FALLEN IN WITH A DIFFERENT CROWD THESE DAYS.

IT'S NOT JUST THE COLOR OF MY COSTUME THAT'S CHANGED.

THEY'VE UPPED MY POWERS TO THE POINT WHERE YOU'RE ABOUT TO BE THE RECIPIENT OF SOME ***SERIOUS*** PAYBACK.

"RECIPIENT?" WOW -- BIG WORD FOR SUCH A LITTLE BRAIN!

HOPE YOU DON'T GO GETTING A NOSE BLEED NOW.

BRAKK

YEAH, THAT'S IT! KEEP ***MOUTHING OFF*** TO ME!

I HEAR YOU'VE GOTTEN REAL GOOD AT HOLDIN' UP BUILDINGS LATELY! THOUGH YOU'RE LOOKIN' A LOT SCRAWNIER SINCE THE LAST TIME I SAW YA.

Peter Parker: Spider-Man#98 -- Referencing Ralf.

I WAS THINKIN' MAYBE YOU COULD GIVE ME A LITTLE DEMO.

SKREE

BUT FIRST I'LL HAVE TO CONTINUE MY OWN LITTLE "DEMO"..!

COME ON, BUG BREATH, YOU'RE LETTIN' ME DOWN! I GUESS YOU DID LOSE SOME MUSCLE.

AND WHAT'S WITH THE LACK OF WEBBING? YOU'VE ALWAYS BEEN BIG INTO THE STICKY STUFF. YOU LOSE THE FORMULA OR SOMETHING?

MAYBE THE GUYS THAT UPPED MY POWER LEVEL WEREN'T SELLING ME A BILL OF GOODS, ABOUT HOW TOUGH TO BEAT I WAS GONNA BE.

SKRMMBLL

IT'S LIKE I'M GOIN' UP AGAINST A RANK AMATEUR.

NEXT TIME...

... STAY HOME WITH YOUR MAMA, INSECT!

SPIDER-MAN?

A SHORT TIME LATER...

...TRI CORP RESEARCH FOUNDATION.

A PRIVATE BRAIN TRUST, WITH UNLIMITED RESOURCES, WHICH SERVES AS A PLAYGROUND FOR THE BEST OF THE BEST OF THE COUNTRY'S SCIENTIFIC MINDS.

AS PETER PARKER WALKS THROUGH THE DOOR HE SIMPLY THINKS OF IT AS **HEAVEN.**

THIS IS WHERE I BELONG! THIS IS WHERE I'VE ALWAYS BELONGED.

I CAN DO SO MUCH MORE HERE THAN I ***EVER*** COULD AS SPIDER-MAN.

PETER? PETER PARKER?

TERRY...***TERRY KWAN.*** WE SPOKE ON THE PHONE ABOUT THE INTERVIEW.

SORRY IF I SEEM DISTRACTED, MS. KWAN, BUT I FEEL LIKE I JUST STEPPED INTO A WILLIE WONKA'S CHOCOLATE FACTORY.

IT'S THE SAME FOR US ALL WHEN WE FIRST GET HERE, PETER.

AND YOU HAVEN'T SEEN THE HALF OF IT YET.

LET ME SHOW YOU AROUND BEFORE WE SIT DOWN AND TALK WITH DOCTOR TWAKI.

AS YOU KNOW, PETER, WE'RE A PRIVATE RESEARCH FOUNDATION COMPLETELY FUNDED BY A TRUST SET UP FOR US OVER ONE HUNDRED YEARS AGO.

WASN'T IT QUENTIN CHASE III WHO SET UP THE FOUNDATION?

THAT'S RIGHT, PETER, HE WAS A MAN WELL AHEAD OF HIS TIME. MISUNDERSTOOD BY HIS PEERS, BUT A TRUE PATRON OF THE SCIENCES.

I CAN'T BELIEVE I'M HERE AND NOT CHASING AFTER THE SCORPION.

THE IMPACT HE HAS HAD ON THE DAILY LIVES OF EVERY BEING ON THIS PLANET IS MOSTLY UNRECOGNIZED. TRICORP'S HAD A HAND IN ALMOST EVERY SCIENTIFIC BREAKTHROUGH OF THE LAST CENTURY. AND IT'S STILL GOING ON.

SHOULD YOU BE INVITED TO JOIN US, YOU WILL WORK INDEPENDENTLY, KEEP YOUR OWN HOURS AND WORK AT YOUR OWN PACE.

THE SCORPION IS SOMEONE ELSE'S PROBLEM! I DID MY BEST.

WE HOUSE SEVERAL FIVE STAR RESTAURANTS, A HEALTH CLUB, MOVIE THEATER, COMPLETE RESEARCH LIBRARY...YOU NAME IT. HONESTLY, HALF THE STAFF PRACTICALLY LIVES ON THE PREMISES.

I CAN SEE WHY.

DAREDEVIL OR CAPTAIN AMERICA HAS PROBABLY ALREADY SUBDUED THE SCORPION. I SHOULD JUST PUT HIM OUT OF MY HEAD AND FOCUS ON HOW MUCH I *WANT* THIS JOB.

ALL PAPERS ARE CLEARED BY AND PUBLISHED THROUGH THE FOUNDATION.

AND I BELIEVE YOU WILL FIND THE JOINT PATENT ROYALTY AGREEMENT TO BE THE SINGLE MOST COMPETITIVE IN THE WORLD.

THIS IS UNBELIEVABLE.

THE FOUNDATION IS LOOKING TO MAKE US HAPPY, PETER.

IN THE END WE *ALL* WIN.

THIS IS IT. IF YOU JOIN US, THIS IS THE TEAM YOU'LL WORK WITH.

TEAM?

DON'T GET ME WRONG. INDEPENDENT RESEARCH IS ENCOURAGED.

BUT WE'VE FOUND THAT BY GROUPING OUR RESEARCHERS INTO CELLS OF INDIVIDUALS WITH DIVERSE FIELDS OF STUDY, WE OFTEN GET A COLLABORATIVE EFFORT WHICH PRODUCES ASTOUNDING RESULTS.

IT ALSO GIVES YOU SOMEONE TO COMPLAIN TO WHEN THINGS GO WRONG.

PETER... EVERYONE.

EVERYONE... PETER PARKER.

PETER PARKER? I WAS EXPECTING SOMEONE A BIT OLDER.

YEAH! YOU ARE THE SAME PARKER WHO HAD A PAPER PUBLISHED ON LONG CHAIN POLYMERS ABOUT SEVEN OR EIGHT YEARS AGO, AREN'T YOU?

ER... WELL...ACTUALLY, I WROTE IT WHEN I WAS IN HIGH SCHOOL.

HARGH! YOU WERE ABOUT THE SAME AGE MY SON IS NOW! I WISH HE WAS SO ACADEMICALLY INCLINED. MAYBE YOU COULD HAVE A TALK WITH HIM. HE DOESN'T LISTEN TO HIS OLD MAN, THE MAD SCIENTIST.

THIS IS THE CELL, PETER.

WALTER THORSON, ASTRO-PHYSICS.

JAVIER CALDRONE, MOLECULAR CHEMISTRY.

YOU'RE BIO-CHEMISTRY...

...*STAN HARDY* IS OUR GENETICIST... AND I SERVE AS CELL SUPERVISOR AND FOUNDATION LIAISON.

WHOA! SEEMS LIKE YOU'VE GOT A PRETTY WELL-ROUNDED TEAM HERE, TERRY.

YOU'RE REALLY ONLY MISSING --

ME!

CHANTAL STONE, QUANTUM MECHANICS.

ACTUALLY EVERY OTHER MECHANICS TOO. I LIKE TO BUILD THINGS. DO YOU HAVE A CAR, BECAUSE I CAN RIG YOU WITH A --

I DON'T DRIVE.

TOO BAD. SO...YOU JOINING UP, OR WHAT?

ACTUALLY, I DIDN'T KNOW IT WAS UP TO ME. I THOUGHT --

FRAKOOM

WHAT THE --?!

NO ONE MOVE!

WHICH ONE OF YOU IS *HIM*?

THIS BIO-SCANNING DEVICE LED ME RIGHT TO *THIS* ROOM, SO I *KNOW* ONE OF YOU IS THE ONE I'M AFTER!

STEP FORWARD AND WE CAN DO THIS THE EASY WAY.

I'M *WAITING!*

HELLO!

FINE!

I GUESS YOU EGGHEADS ARE GONNA MAKE ME PLAY *ROUGH!*

EXCUSE ME, CHANTAL, BUT I THINK WE SHOULD GIVE THIS GUY SOME ROOM.

ER, SURE, PETER.

PETER... YOU'RE A LITTLE MORE ATHLETICALLY-INCLINED THAN THE NORMAL SCIENTIST WE GET AROUND HERE.

NO...JUST A LITTLE MORE SCARED!

I DON'T *NEED* THIS!

COULD THE SCORPION BE TRACKING *ME?*

WHY?

WATCH OUT, TERRY! I GOT YOU!

AND *WHY,* WHEN I'M TRYING TO GET A HANDLE ON NORMAL LIFE, DO I HAVE TO BE PUT IN A SITUATION WHERE I MIGHT HAVE TO EXPOSE MY SPIDER POWERS?!

KEEP YOUR HEAD DOWN, STAN, AND MAKE FOR THE DOOR!

SURE, PETER, BUT WHAT ABOUT YOU?

I'LL BE RIGHT BEHIND YOU...

...JUST AS SOON AS I MAKE SURE THAT EVERY-ONE ELSE CAN GET AWAY.

THIS IS WHAT I GET!

I SHOULD HAVE DEALT WITH THE SCORPION WHEN I HAD THE CHANCE.

I SHOULD HAVE KNOWN THESE THINGS ALWAYS HAVE A HABIT OF TURNING AROUND AND BITING ME IN THE END.

ARE YOU *HIM?*

DON'T EVEN *THINK* ABOUT PASSING OUT ON ME WHEN I'M TALKIN' TO YA!

WALT IS DOWN! AND IT DOESN'T LOOK LIKE GARGAN IS IN ANY MOOD TO PLAY AROUND!

HOW DO I DO THIS WITHOUT EXPOSING MY HIDDEN POWERS?

WAIT! THAT *CEILING!* THE SCORPION'S BLAST *DAMAGED* IT PRETTY BADLY.

CONCRETE BEING HELD TOGETHER WITH SOME REINFORCE-MENT BAR.

WOULDN'T TAKE *TOO* MUCH STRENGTH TO LOOSEN THAT RIGHT UP!

WHAT ARE YOU --

NO MORE THAN YOUR *AVERAGE* SCIENTIST COULD MUSTER.

FWAAA

WALT! RUN!

WAIT A MINUTE...

BUDDY, YOU HAVE NO IDEA HOW MUCH PAIN YOU'RE ABOUT TO BE IN. I'M GOIN' TA --

...YOU! PARKER!

THE BIOSCAN MATCHES PERFECTLY.

I DON'T KNOW WHAT YOU'VE DONE, BUT...YOUR TAIL IS MINE!

WHAT... Er... I...

I'M GOING TO HAVE TO DO IT.

I'VE GOT NO CHOICE, BUT TO GO TOE-TO-TOE WITH THE SCORPION AND THEN...

...THERE GOES MY SECRET IDENTITY!

HANDS OFF THE GEEK, SCORPION!

YOU AND I HAVE SOME UNFINISHED BUSINESS TO TAKE CARE OF!

WHO THE --?

WHAT THE --?

HOW THE --?

YOU KNOW... THAT BUILDING YOU DROPPED ON ME *HURT!*

WHO *IS* HE? HIS MOVES...THEY'RE SOMEWHAT LIKE MINE, BUT...

MORE LIKE HE'S FLYING THAN LEAPING.

YOU SHOULD HAVE BEEN A GOOD GUY AND JUST PRETENDED TO BE *DEAD!*

FWOOSH

'CAUSE *NOW* YOU'RE GONNA EXPERIENCE THE *REAL* THING!

SKRAK

HE'S *HURT!* I'VE GOT TO DO SOMETHING...

... BUT I CAN'T! I PROMISED. I...

I *PROMISED* THAT I WOULD DO NOTHING AS *SPIDER-MAN,* BUT...

... PETER PARKER, SCIENTIFIC BOY WONDER, NOW *THAT* IS ANOTHER THING ALTOGETHER!

TERRY! JAVIER! IS THIS KIRBY 2000 GENERATOR FULLY FUNCTIONAL?

OF COURSE, BUT YOU'RE NOT THINKING OF --

COOL! I CAN'T BELIEVE I DIDN'T THINK OF IT!

I READ THAT THE SCORPION'S GOT A CYBERNETIC LINK BETWEEN HIS SPINE AND HIS COSTUME, DOESN'T HE?

EXACTLY! AND IF WE CONNECT A CABLE TO THE GENERATOR AND CALIBRATE A LOW ENOUGH CHARGE...

YOU REALIZE IT'S GOING TO HURT LIKE CRAZY, DON'T YOU?

WELL THEN HE SHOULDN'T HAVE BECOME ONE OF THE BAD GUYS.

LET'S SEE IF THOSE YEARS OF WEB SLINGING ARE GOING TO PAY OFF IN MY REAL LIFE!

WHAT ARE YOU ***DOING***, KID? DON'T ***MAKE*** ME ANY MADDER THAN I ALREADY AM --

HIT IT... ***NOW!***

YEARGH!

FRZZZAATTTTT

WHOA!

FW OMP

YOU KNOW THAT'S *EXACTLY* WHAT I WAS ABOUT TO DO!

WHO ARE YOU UNDER THAT MASK?

I CAN'T TELL YOU *THAT!*

THAT'S WHY IT'S CALLED A *SECRET* IDENTITY!

PETER, I KNOW THIS SEEMS LIKE AN ODD TIME, BUT...

...THIS IS DR. TED TWAKI, HEAD OF THE TRICORP FOUNDATION.

HE'D LIKE TO HAVE A *WORD* WITH YOU.

UH OH!

WELL, THAT WAS THE GREATEST JOB I *ALMOST* HAD!

LATER THAT DAY...

HELLO, PETER DEAR. HOW WAS YOUR DAY?

DID THE INTERVIEW GO WELL?

I GOT IT!

I GOT THE JOB!

DR. TWAKI...HE SAID THAT I SEEMED LIKE THE KIND OF PERSON WHO COULD THINK ON HIS FEET...THAT I'D BE A WELCOME ADDITION TO THEIR TEAM.

OH, PETER, I AM *SO* HAPPY FOR YOU.

THIS IS WHAT YOUR UNCLE BEN AND I ALWAYS DREAMED OF FOR YOU.

YOUR UNCLE WOULD BE VERY PROUD OF THE YOUNG MAN YOU'VE GROWN UP TO BE.

THANKS, AUNT MAY.

THAT IS THE BEST THING *ANYONE* COULD HAVE SAID TO ME TODAY!

THE END

STAN LEE PRESENTS:

REBIRTH!

ONE WEEK AGO...

WHO ARE YOU?

HOW DID YOU GET ME OUT OF JAIL?

WHERE AM I?

WHAT DO YOU WANT FROM ME?

YOU ARE A WEAPON.

I AM MAC GARGAN.

YOU WILL BE IMPROVED.

I AM THE SCORPION.

YOU WILL BE TRAINED.

I'LL KILL YOU!

OR YOU WILL DIE.

GET OUT OF MY HEAD! GET OUT, OR --

HOWARD MACKIE STORY RAFAEL KAYANAN PENCILS JIMMY PALMIOTTI INKS
JOHN KALISZ COLORS RS/COMICRAFT/LA LETTERS RALF EDITS BOB CHIEF

YOU HAVE BEEN A FAILURE.

SPIDER-MAN! HE'S BEEN LUCKY!

YOU WERE INEPT.

NO! I --

WAIT! THIS IS BOGUS!

THIS AIN'T HAPPENING!

YOU'RE PLAYING WITH MY HEAD!

IT'S ALL A DREAM! IT'S --

FWOMP

IT IS NO DREAM.

WHAT DO YOU WANT?

YOU WILL BE TRAINED.

WHAT? YOU WANT A JOB DONE?

I'LL HANDLE IT. JUST TELL ME WHO OR WHAT YOU WANT DONE.

YOU DON'T HAVE TO DO THIS.

YOU WILL FAIL NO MORE.

FINE! LIKE I SAID --

YOU WILL BE OUR WEAPON.

I... CAN'T.

FWKOOM

YOU WILL!

WHO ARE YOU?

I AM...

...THE SCORPION!

I AM...

...YOUR WEAPON.

EXCELLENT.

SERVE US WELL.

THE END

STAN LEE *presents*

THE SECRETS OF SPIDER-MAN

THE TIME: YESTERDAY

THE PLACE: QUEENS, N.Y.

THE PLAYER: PETER PARKER, THE ERSTWHILE AMAZING SPIDER-MAN.

WRITER-ARTIST
JOHN KALISZ - COLORS
RALPH MACCHIO - EDITOR

THIS SHOULD BE *QUICK* AND *EASY.*

EVEN THOUGH I'VE GIVEN UP BEING SPIDER-MAN *FOREVER*, I CAN STILL USE MY SPIDER-POWERS TO MAKE MY LIFE A LITTLE EASIER.

AND THE *BIOLOGICAL "VELCRO"* THAT LETS ME STICK TO ANY SURFACE IS PART OF *ME*, NOT MY SPIDER-MAN COSTUME.

NOW, WHILE *M.J.* COVERS FOR ME WITH THE LADIES DOWNSTAIRS...

...I'LL JUST GET *RID* OF THE LAST THING THAT MIGHT LINK PETER PARKER TO SPIDER-MAN.

AND HERE IT IS! ALL THE *DATA* I COMPILED ON MY NEW POWERS WHEN I FIRST BECAME SPIDER-MAN!

LORD--THAT SEEMS SO LONG AGO! I WAS THE *JUNIOR SCIENCE WHIZ* BACK THEN. HALF OF THE *WONDER* OF MY NEW POWERS WAS TRYING TO FIGURE OUT HOW THEY *WORKED!*

"I KNEW THE POWERS MUST HAVE COME FROM THE *BITE* OF A *SPIDER* ACCIDENTALLY *IRRADIATED* BY *OTTO OCTAVIUS'* DEMONSTRATION AT THE *GENERAL TECHTONICS LAB.*

THESE ARE ALL THE *BOOKS* I COLLECTED ON SPIDERS AND THEIR HABITS.

IT WAS FROM THESE THAT I LEARNED *ALL* SPIDERS ARE VENOMOUS, SO I DIDN'T NEED TO WORRY ABOUT *WHAT KIND* OF SPIDER BIT ME.

AND THIS IS THE ONE THAT TOLD ME A SPIDER'S WEBBING IS, OUNCE FOR OUNCE, *STRONGER* THAN *STEEL!*

THAT GAVE ME THE *TARGET* I NEEDED WHEN I DEVELOPED MY OWN WEBBING.

WEBBING

"AS LUCK WOULD HAVE IT, I'D BEEN WORKING ON A *POLYMER EXTRUSION SYSTEM* THE YEAR BEFORE, AS A SCIENCE CLASS PROJECT.

"IT WAS WAY SIMPLE TO *ADAPT* THAT SYSTEM TO A PAIR OF *WEB-SPINNERS* I COULD WEAR UNDER MY COSTUME.

"AFTER *UNCLE BEN* WAS KILLED, AND I REALIZED I HAD TO PUT MY POWERS TO BETTER USE...

"...I ALSO LEARNED PRETTY FAST I HAD TO *STRENGTHEN* MY ORIGINAL FORMULA."

YOUR PUNY WEBBING IS NO MATCH FOR THE POWER OF MY MECHANICAL ARMS!

"NOW IT'S SO STRONG A *HALF INCH* THICKNESS OF WEB COULD HOLD EVEN *THE THING* PRISONER...

AT LEAST, UNTIL THE WEBBING *DISSOLVES*, WHICH I MADE IT TO DO IN AN HOUR OR SO.

ONE OF THE REASONS I CAME UP WITH THESE *ADDITIONAL CANISTERS* OF WEB-FLUID. WHEN I *RUN OUT* I CAN--I *COULD* REPLACE MY SUPPLY *QUICKLY* AND *EASILY!*

AND THESE ARE THE GRAPHS I WORKED UP CALCULATING MY STRENGTH LEVELS.

"DIDN'T TAKE LONG TO REALIZE I HAVE THE *PROPORTIONATE STRENGTH* OF A SPIDER.

"I CAN LIFT *HUNDREDS* OF TIMES MY BODY WEIGHT.

"ALL THAT, PLUS A STRANGE *SIXTH SENSE* --MY 'SPIDER-SENSE'--AND I WAS READY TO PLAY *SUPER HERO.*

HE'S *BEHIND* ME!

AND NOW, WITH SPIDER-MAN *BEHIND* ME, I'M FINALLY READY TO DEVOTE MYSELF TO THE MOST *IMPORTANT* ROLE OF MY *LIFE.*

FULL-TIME *HUSBAND* TO *MARY JANE*, AND DEVOTED *NEPHEW* TO *AUNT MAY!*

PETER, DEAR! THERE YOU ARE! JUST IN TIME FOR ANOTHER SLICE OF *ANNA'S* DELICIOUS *CHEESECAKE!*

CAREFUL WITH THAT, THOUGH, SWEETIE! YOU'RE NOT GETTING ALL THE *EXERCISE* YOU USED TO...!

AND SO WE LEAVE THIS PLEASANT MOMENT IN THE LIFE OF PETER PARKER, FORMERLY SPIDER-MAN...

...KNOWING IN OUR HEART OF HEARTS THAT SUCH SCENES CAN NEVER TRULY BECOME THE *NORMAL PATTERN* HE WISHES FOR HIS LIFE...

THE END

PETER PARKER™

SPIDER-MAN®

THE NEW BEGINNING!

MARVEL® COMICS

1ST SPECTACULAR ISSUE!

JAN 1999

APPROVED BY THE COMICS CODE AUTHORITY

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MACKIE ROMITA HANNA

A BRIGHT, SUNNY AND UNUSUALLY WARM FALL DAY ON NEW YORK CITY'S UPPER WEST SIDE...

THERE ARE FEW THINGS THAT **PETER PARKER** ENJOYS MORE THAN POKING AROUND THE CITY, ROOTING OUT A CRIME IN PROGRESS AND SNAPPING SOME PICTURES FOR THE **DAILY BUGLE.**

THE OCCASIONAL ROUND THE CLOCK SESSION IN A LAB-ORATORY WORKING ON CUTTING EDGE SCIENTIFIC THEORY GIVES HIM AN EQUAL THRILL.

AND **ANY** TIME SPENT IN THE ARMS OF HIS YOUNG SUPERMODEL WIFE, **MARY JANE,** TOPS IT ALL.

BUT LIFE WASN'T ALWAYS SO SIMPLE FOR YOUNG Mr. PARKER.

ONCE UPON A TIME, HE BORE A HEAVY LOAD UPON HIS YOUTHFUL SHOULDERS.

BUT **NOT** ANY LONGER.

YOU WITH THE CAMERA -- GET DOWN 'TIL OUR REINFORCEMENTS SHOW!

SEVERAL MONTHS AGO HE GAVE UP THE WEBS...

... GAVE UP BEING A TARGET FOR EVERY SUPER-POWERED BAD GUY WITH A GRUDGE.

HE GAVE UP BEING THE **AMAZING SPIDER-MAN.**

NOW, THOUGH PETER PARKER STILL POSSESSES THE **POWER...**

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... SOMEONE ELSE HAS THE RESPONSIBILITY.

WHAT KIND OF LUCK IS *THIS?*

STAN LEE PRESENTS:

POWER WITHOUT RESPONSIBILITY!

NOT ONLY AM I FORTUNATE ENOUGH TO BE THE FIRST PHOTOGRAPHER ON THE SCENE, COURTESY OF MY SPIDER POWERS WHICH ALLOWED ME TO SLIP AROUND THE POLICE BARRICADE, BUT...

... THAT'S *ALL* I'VE GOT TO DO! SHOW UP AND TAKE PICTURES!

THE POLICE SCANNER SAID THESE ARMORED GUYS ARE CALLING THEMSELVES THE *AGENTS OF ANARCHY...*

... AND THAT THIS IS SOME SORT OF JAILBREAK OF AN INTERNATIONAL TERRORIST WHO CALLS HIMSELF *THE RANGER.*

SHEESH! DOESN'T *ANYONE* HAVE A PLAIN OLD NAME LIKE *IRVING* OR SOMETHING?

HOWARD MACKIE/JOHN ROMITA JR/SCOTT HANNA STORY & ART
JIMMY PALMIOTTI INKING ASSIST GREGORY WRIGHT COLORS
RS&COMICRAFT'S LIZ AGRAPHIOTIS LETTERS RALPH MACCHIO EDITOR BOB HARRAS CHIEF

"ANYWAY, IN THE OLD DAYS, *THAT* WOULD HAVE BEEN *ME* IN THE MIDDLE OF THINGS, BUT...

"... THIS NEW SPIDER-MAN, WHOEVER IT IS, SEEMS TO HAVE THINGS PRETTY MUCH UNDER CONTROL."

ALL I'VE GOT TO DO IS TAKE SOME PICTURES AND...

...STAY OUT OF THE WAY.

WHOA! THIS GUY IS *STRONG!*

I THINK I'M BEGINNING TO FEEL JUST A LITTLE JEALOUS --

WELL... NOT *TOO* JEALOUS!

OUCH! THAT'S GOTTA HURT!

HEY, *SPIDER-MAN!*

SAY *CHEESE!*

CLIK

STAND ASIDE, *CITIZEN!*

"CITIZEN?"

SURE, *TRUE BELIEVER!*

WHO'S THIS GUY THINK HE IS... CAPTAIN AMERICA?

THOUGH YOU *DO* HAVE TO GIVE THE GUY POINTS FOR *TRYING!*

I MIGHT HAVE HANDLED THINGS A LITTLE DIFFERENTLY...

... CERTAINLY WITH MORE WEBBING AND SNAPPY BANTER...

... BUT HE IS A PASSABLE VERSION OF SPIDER-MAN.

HEY! I WONDER IF HE'S A CLO --

NO! I AM *NOT* GOING THERE!

LOOKS LIKE HE'S JUST ABOUT WRAPPED THIS LITTLE PARTY UP AND --

WAIT A MINUTE! WHAT'S THIS?

BOY! DO I WANT TO JUMP IN, OR WHAT?

BUT *I WON'T!* MARY JANE AND I AGREED THAT THE SAFETY OF THE WORLD DOESN'T REVOLVE AROUND *ME.* SPIDER-MAN IS HERE. HE'S IN CONTROL HE'S --

NYS DEPT. OF CORRECTIONS

HEY, *SPIDEY!*

LOOKS LIKE YOU'VE MISSED ONE AND HE'S ABOUT TO --

TOO LATE!

THIS RANGER GUY DOESN'T LOOK LIKE SUCH A BIG DEAL.

THANK YOU, MY DIM-WITTED FRIENDS!

BY RELEASING ME FROM THE TRUCK YOU HAVE FREED ME FROM THE STASIS FIELD WHICH WAS CONNECTED TO MY SHACKLES.

NOW...

THEY WILL TROUBLE ME NO LONGER!

SMAP

NOW, YOU MUST FORGIVE ME IF I TARRY NOT TO ASSIST YOU IN YON BRAWL, BUT...

... DUTY CALLS ME TOWARD ANOTHER PLACE!

OKAY! SO HE'S GOT SUPER STRENGTH. I'M SURE SPIDER-MAN WILL --

-- WHAT AGILITY! AND FAST!

AND AWAY HE GOES!

MAYBE I CAN SELL SPIDER-MAN A FEW OF MY LEFTOVER SPIDER-TRACERS.

Er... SPIDER-MAN... HATE TO BREAK IT TO YOU THIS WAY, BUT...

... THE BAD GUY GOT AWAY!

GEE! THANKS!

WAIT A MINUTE! AREN'T YOU THE SAME GUY WHO WAS AT THE TRICORP LAB WHEN I FOUGHT THE SCORPION? WHAT ARE YOU A GROUPIE OR SOMETHING?

NOT A CHANCE, BUT BY THE WAY...

FREEZE!

... WE'VE GOT COMPANY!

HANDS OVER YOUR HEADS, THE BOTH OF YA!

YES, SIR, OFFICER. WHATEVER YOU SAY!

SORRY...
... I'VE GOT A BAD GUY TO CHASE DOWN!
GOOD LUCK, CITIZEN!
BOY! WILL YOU LOOK AT THAT!
THAT NO GOOD, ROTTEN, WEB SLINGING --
SHUT UP!
I WANT TO KNOW HOW SOME PUNK KID SLIPS THROUGH A POLICE BARRICADE...
... AND PUTS HIMSELF IN THE MIDDLE OF A TERRORIST JAIL BREAK!
I WANT ANSWERS, PUNK! AND I WANT THEM NOW!
WELL, YOU SEE...
HE'S WITH ME, LIEUTENANT! HE'S A FREELANCE PHOTOGRAPHER ON ASSIGNMENT WITH THE DAILY BUGLE AND ...
... UNLESS YOU'RE LOOKING FORWARD TO A FULL FLEDGED DAILY BUGLE INVESTIGATIVE REPORT INTO THIS OPERATION... YOU'LL LET MY COLLEAGUE UP RIGHT NOW.
BY THE WAY... THE NAME'S BETTY BRANT.
MAYBE YOU READ MY FIVE PART EXPOSE ON THE NYPD AND THE FIRST AMENDMENT?
PRESS
THAT'S RIGHT. I DIDN'T START THAT... YET!
PETER, TELL ME YOU GOT SHOTS THAT ARE GOING TO MAKE JONAH SMILE!
NO... I DIDN'T GET SPIDER-MAN'S HEAD SEPARATED FROM HIS BODY, BUT I DID GET LOTS O' PICTURES.
GOOD! WE'VE STILL GOT TIME FOR THE EARLY EVENING EDITION.
HOW DID YOU GET THROUGH THE POLICE LINES?
TRADE SECRET, KIDDO!
THIS IS WHAT JAMESON GETS FOR HIRING KIDS! WHATEVER HAPPENED TO URICH?
LEAVE! NOW! AND NEXT TIME! NEXT TIME!
THERE BETTER NOT BE A NEXT TIME!
THANK YOU, OFFICER.

A SHORT TIME LATER AT THE OFFICES OF THE DAILY BUGLE...

THIS IS GETTING RIDICULOUS, JONAH!

DAILY BUGLE

SPIDER-MAN AND ACCOMPLICE IN TERROIST ESCAPE

THIS IS *NOT* THE WAY IT HAPPENED! *NOT* THE STORY I WROTE!

YOU'RE MAKING A MOCKERY OF THIS PAPER TO SATISFY SOME MISPLACED VENDETTA YOU HAVE AGAINST SPIDER-MAN, JONAH!

I GUESS I WAS MISTAKEN IN THINKING THAT THE BUGLE STILL STOOD FOR SOME SEMBLANCE OF JOURNALISTIC INTEGRITY.

ROBBIE? SHOULD WE STEP IN AT SOME POINT?

NO, PETER. LET JONAH HEAR IT FROM SOMEONE OTHER THAN ME FOR A CHANGE.

BETTY KNOWS WHAT SHE'S IN FOR.

YOU *SNOTNOSED* LITTLE -- *YOU* ARE GOING TO LECTURE *ME* ABOUT NEWS-PAPERING?!

SPIDER-MAN IS A *LOWLIFE* CRIMINAL! AND IT IS OUR *DUTY* TO BRING *THAT* TO THE ATTENTION OF THE WORLD!

FURTHERMORE, Ms. BRANT, IF YOU DON'T AGREE WITH THE EDITORIAL POLICY OF MY NEWSPAPER...

... YOU CAN *HIT THE ROAD!*

THAT WENT WELL. I THINK HE'S MELLOWING.

CUT IT OUT, PETER!

ROBBIE..?

DON'T WORRY ABOUT IT, BETTY.

YOUR STORY WILL APPEAR AS WRITTEN BY YOU. I PROMISE YOU THAT.

I'M STILL THE EDITOR IN CHIEF.

NOW, ON ANOTHER NOTE, HAVE YOU SET UP YOUR INTERVIEW WITH SENATOR WARD?

HE LANDS TOMORROW MORNING AT JFK. I'VE GOT A ONE O'CLOCK EXCLUSIVE.

PETER, WHY DON'T YOU TAG ALONG AND GET SOME PHOTOS OF THE SENATOR.

YOU'RE PROBABLY GOING TO BE CONDUCTING ONE OF THE FIRST INTERVIEWS WITH OUR FUTURE PRESIDENT, BETTY.

THE GUY CAME FROM OUT OF NOWHERE AND IS TAKING THE NATION BY STORM. NO ONE, NOT EVEN JONAH, HAS BEEN ABLE TO DIG UP ANYTHING DIRTY ON THE GUY.

HE'S GOT NO SKELETONS BURIED IN HIS CLOSETS. IT'S WHAT THIS NATION COULD USE ABOUT NOW... AN HONEST POLITICIAN.

YOU WANT TO GRAB A CUP OF COFFEE?

SURE --

GOING TO HAVE TO TAKE A RAIN CHECK ON THAT ONE.

BREEEP

IT'S MY AUNT MAY. SHE'S STILL BEEN FEELING A LITTLE UNDER THE WEATHER.

STE8122 911

I'D BETTER CHECK IN.

MEANWHILE, IN THE PRESIDENTIAL SUITE OF A HOTEL OVERLOOKING THE CITY OF CHICAGO...

... SENATOR STEWART WARD CONTEMPLATES HIS FUTURE...

... STUDIOUSLY AVOIDING HIS PAST.

WARD

WHAT? WHO?

SO MANY DIED...

WHO'S DOING THIS?

... BECAUSE OF YOU

CUTE. NOW COME OUT BEFORE I --

COWARD

YOU COULD HAVE STOPPED IT ALL FROM HAPPENING

THEIR BLOOD IS ON YOUR HANDS

NOW YOUR TIME HAS COME

KNASH

SHUT UP!

BOOM

BOOF

SENATOR?

WE HEARD A SHOT!

IT'S OKAY, BOYS!

I TRIPPED... THE GLASS WENT FLYING OUT OF MY HAND AND...

...GUESS THE CAMPAIGN TRAIL IS TAKING ITS TOLL ON ME.

Oh, WELL... OFF TO NEW YORK, THE BIG APPLE, TOMORROW!

WE'LL HAVE A HOTEL MAINTENANCE CREW UP TO TAKE CARE OF THE SITUATION, SENATOR.

YOU DO THAT, SON. THANK YOU.

AT THAT MOMENT IN NEW YORK CITY...

AUNT MAY ISN'T ANSWERING THE PHONE AT HOME.

SOMETHING'S GOT TO BE WRONG.

I *KNEW* I SHOULDN'T HAVE LEFT HER HOME ALONE FOR SO LONG.

SHE NEEDS FULL-TIME CARE.

I'VE GOT TO GET TO HER QUICKLY! I'VE GOT TO --

-- LOOK AT THIS.

I ALMOST LEAPED OFF THIS ROOFTOP WITHOUT THINKING.

NO COSTUME, NO WEB SHOOTERS... JUST LEFTOVER INSTINCTS AND...

...SPIDER POWERS!

WHAT THE HECK!

I'D *NEVER* BE ABLE TO CATCH A CAB DURING RUSH HOUR.

AND SINCE I DO STILL HAVE THE POWER...

...AND A RESPONSIBILITY TO AUNT MAY. A RESPONSIBILITY TO MAKE SURE THAT NOTHING EVER HAPPENS TO HER AGAIN!

GREAT! THE BALCONY DOOR IS OPEN. I SHOULD BE ABLE TO SNEAK IN WITHOUT AUNT MAY SEEING ME.

AUNT MAY!

AUNT MAY, ARE YOU --?

ONE SECOND, ANNA, PETER JUST ARRIVED HOME.

PETER! YOU'RE AS WHITE AS A GHOST.

IS EVERYTHING OKAY?

ANNA, DEAR, LET ME CALL YOU BACK. I THINK PETER NEEDS ME. YOU KNOW HOW DELICATE HE IS.

ME? HOW ARE *YOU?*

I GOT YOUR PAGE AND TRIED CALLING YOU BACK, BUT THERE WAS NO ANSWER.

I THOUGHT... MAYBE... I WAS WORRIED THAT...

... WHY DID YOU PAGE ME, AUNT MAY?

OH MY! I JUST CAN'T GET THE HANG OF THOSE PESKY NEW INVENTIONS. I AM SIMPLY TOO OLD FOR SUCH THINGS AS PAGERS AND CALL WAITING! I AM *SO* SORRY IF I UPSET YOU, DEAR.

LET'S GET YOU INTO A BIG COZY CHAIR AND GET YOU A NICE CUP OF TEA TO SETTLE YOUR NERVES.

AUNT MAY..? THE PAGE?

SILLY ME! I FORGOT ALL ABOUT THE GOOD NEWS I HAD FOR YOU! I'D FORGET MY HEAD IF IT WASN'T ATTACHED TO MY SHOULDERS.

GOOD NEWS?

THAT'S WHAT I WAS TALKING TO ANNA ABOUT. MARY JANE CALLED EARLIER.

SHE SAID THAT SHE FINISHED WITH HER PHOTO SESSION EARLY AND IS GOING TO BE ABLE TO SPEND A FEW DAYS AT HOME. HER FLIGHT ARRIVES IN THE MORNING.

YES!

SETTLE DOWN, PETER. YOU KNOW HOW FRAIL YOU ARE. AND WE WANT YOU TO BE ALL RESTED FOR MARY JANE'S ARRIVAL.

YES, MA'AM.

THE NEXT DAY, AT JFK INTERNATIONAL AIRPORT...

I APPRECIATE YOU COMING TO PICK MJ UP WITH ME, JILL.

HEY! I'VE BEEN SEEING MY BEST FRIEND AS LITTLE AS YOU'VE BEEN SEEING YOUR WIFE, PETER.

BESIDES... ANY OPPORTUNITY TO DRIVE MY DAD'S NEW JAG... I TAKE!

42

42

PARIS

WHAT DO YOU THINK IS UP WITH ALL THIS SECURITY?

IT'S EVEN HEAVY FOR AN AIRPORT.

AND THE GUYS IN THE SUITS ARE SOMETHING MORE THAN THE STANDARD GUARDS.

"HERE'S THE PLANE!"

PETER!

I THINK IT'S GREAT THAT MARY JANE IS BACK TO DOING SOMETHING SHE LOVES, BUT...

... I REALLY DIDN'T EXPECT THE MODELING TO KEEP US APART THIS MUCH!

COME HERE, TIGER!

I'VE BEEN MISSING YOU BIG TIME!

LET'S KEEP IT MOVING, PEOPLE!
HAVEN'T YOU EVER SEEN A SUPER-MODEL IN LOVE?
Er... GUYS?
THIS *IS* REALLY EMBARRASSING.
SO, KIDDO, ARE WE GOING TO FINALLY GET SOME TIME ALONE?
YES, BUT... WELL... MY AGENT GOT ME ANOTHER GIG.
IT'S JUST A LITTLE PHOTO SHOOT HERE IN TOWN. *THEN* IT'LL BE JUST YOU AND ME, TIGER!
OKAY, BUT...
OOH! WILL YOU LOOK AT THAT!
ITS *SENATOR WARD!*
THAT EXPLAINS THE SECURITY. I'D FORGOTTEN ALL ABOUT HIM.
BETTY SHOULD BE AROUND HERE SOMEWHERE...
"... WITH THE *REST* OF THE PRESS CORPS."
HE *IS* A CUTE ONE.
HE'S GOT *MY* VOTE.
NICE, LADIES! LET'S NOT FOCUS ON HIS POLITICS...
... JUST ON HOW GOOD LOOKING HE IS!
WAIT A MINUTE. THAT GUY LURKING IN THE SHADOWS...
PM

...SPIDER SENSE IS GOING WILD.

TIME'S RUN OUT, WARD!

IT'S THAT TERRORIST FROM EARLIER TODAY! THE RANGER!

YOU'RE NOT GOING TO RUN AWAY ANY LONGER!

LADIES, I SUGGEST WE GET CLEAR.

I'M SURE THE SECRET SERVICE CAN HANDLE THIS NUT.

OR NOT!

ZOOM

MOVE, SENATOR! MOVE!

WHAT DID I DO?

IT'S LIKE I'M RELIVING THE FAILURES OF MY PAST ALL OVER AGAIN.

I COULD HAVE STOPPED THIS GUY EARLIER TODAY...

...JUST LIKE I COULD HAVE STOPPED THE BURGLAR WHO WOUND UP KILLING MY UNCLE BEN.

NOW, BECAUSE OF MY INACTION, ANOTHER MAN MIGHT DIE.

I CAN'T LET THAT HAPPEN. I --

BEN PARKER

SPIDER-MAN?!

THAT'S RIGHT, LADIES, YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN.

NOW, IF YOU'LL EXCUSE ME...

...I HAVE SOME UNFINISHED BUSINESS WITH THIS RANGER GUY!

YOU MADE ME LOOK BAD TODAY, BUDDY!

I'M NEW AT THIS, TRYING TO BUILD A REP AND YOU MADE ME LOOK LIKE AN AMATEUR!

REALLY? WELL, YOU WILL HAVE TO FORGIVE ME, BUT FRANKLY...

...I DON'T *CARE!*

AND IF YOU *ARE* LOOKING LIKE AN AMATEUR...

...YOU HAVE ONLY YOURSELF TO BLAME!

AREN'T YOU MISTER SUPERIORITY COMPLEX! YOU CAN KEEP TALKING, EVEN BAD-MOUTHING MY SKILLS, BUT YOU'RE *NOT* GETTING TO THE SENATOR!

SKILLS? *WHAT* SKILLS!

YOU'RE AN ACROBATIC CLOWN IN A RIDICULOUS COSTUME WHO RUNS OFF AT THE MOUTH IN ORDER TO COVER THE FEAR WHICH IS GNAWING AT YOUR GUTS.

AS FOR THE BELOVED SENATOR WARD...

...YOU HAVE NO IDEA WHO YOU ARE TRYING TO PROTECT.

AND YOU WILL *NOT* SUCCEED.

BAT

WHY DOESN'T SOMEONE JUST *SHOOT* HIM?

OUR FIRST PRIORITY IS TO GET YOU TO SAFETY, SENATOR! SO, TO THAT END... *MOVE!*

CURSE YOU, SPIDER-MAN! YOU HAVE DISTRACTED ME FROM MY PREY!

THEY ARE TRYING TO ESCAPE ACROSS THE TARMAC.

THAT WILL NOT DO!

IS THAT AN ACCENT I DETECT HERE, RANGER?

MAYBE A LITTLE BIT OF NORTH ENGLAND... THE COTSWOLDS?

WHAT IS HE DOING?

HE'S TALKING MORE THAN FIGHTING.

THIS RANGER IS NO AMATEUR.

IF SPIDER-MAN DOESN'T PAY ATTENTION, HE'LL --

SMASH

WHO IS THIS GUY?

SENATOR, NO MATTER WHAT HAPPENS... YOU KEEP RUNNING!

SURE.

YOU ARE BECOMING QUITE AN IRRITATION, SPIDER-MAN.

AN IRRITATION FOR WHICH I HAVE NO TIME!

FWOMP

"MARY JANE... THE GUARDS... SPIDER-MAN...

"...OR THE GUY WHO'S TRYING TO PASS AS SPIDER-MAN...

"...AND I'VE GOT A FEELING THAT, NO MATTER HOW MANY REINFORCEMENTS GET THROWN AT HIM...

"...THEY'RE ALL GOING TO MEET WITH THE SAME END.

"THIS GUY IS JUST TOO GOOD."

I'VE GOT TO...

NO YOU DON'T! THIS ISN'T YOUR THING ANYMORE!

PETER, PLEASE... YOU PROMISED!

I'VE GOT TO HAND IT TO YOU, WARD. YOU'VE GOT THEM ALL FOOLED.

NOT *ONE* OF THEM CAN SEE YOU FOR THE MONSTER YOU REALLY ARE.

WHAT ARE YOU TALKING ABOUT? WHO ARE YOU? WHY ARE YOU --

STOP IT, WARD.

I KNOW YOU FOR WHAT YOU *REALLY* ARE.

I WAS THERE.

YOU WERE...?

THERE IS NO MORE HELP TO BE FOUND. IT FINALLY ENDS TODAY.

KRAC

MAYBE NOT

GOT TO PULL MY PUNCH... DON'T WANT TO GIVE AWAY THAT I'VE GOT ENHANCED STRENGTH.

STAND ASIDE, BOY. *HE* IS NOT WORTH YOUR EFFORTS.

SENATOR... *RUN!*

I... I...

YOU HURT ME!

AND YOU MADE ME LOOK SILLY... ...AGAIN!

I DON'T HAVE TO TAKE THAT FROM THE LIKES OF YOU!

YOU OR ANYBODY ELSE!

I'VE GOT THE POWER...

...AND I KNOW HOW TO USE IT!

YOU'LL SEE!

YOU'LL ALL SEE!

HE'S FLAILING.

LIKE AN EMBARRASSED KID LASHING OUT AT A BULLY.

HE'S STRONG, BUT...

YOU?!
STOP LOOKING AT ME!
AND STOP FOLLOWING ME, OR...

...YOU'LL BE SORRY, TOO!

WHAT IS HIS PROBLEM?

YOU! YOU SAVED MY LIFE! I OWE YOU!
YOU'LL SEE! I ALWAYS REPAY A DEBT!
POLICE

THIS GUY IS OUT OF IT!

MARY JANE! MARY JANE! THIS WAY!
WHAT'S YOUR CONNECTION TO WARD?
LOOK AT THIS... I CAN'T EVEN CATCH A BREAK WITHOUT A MASK.
I'M A HERO, SAVED A UNITED STATES SENATOR, AND TO THE PRESS I'M INVISIBLE.
YOU'RE WITH ME, HERO... CAN YOU BLAME THEM?

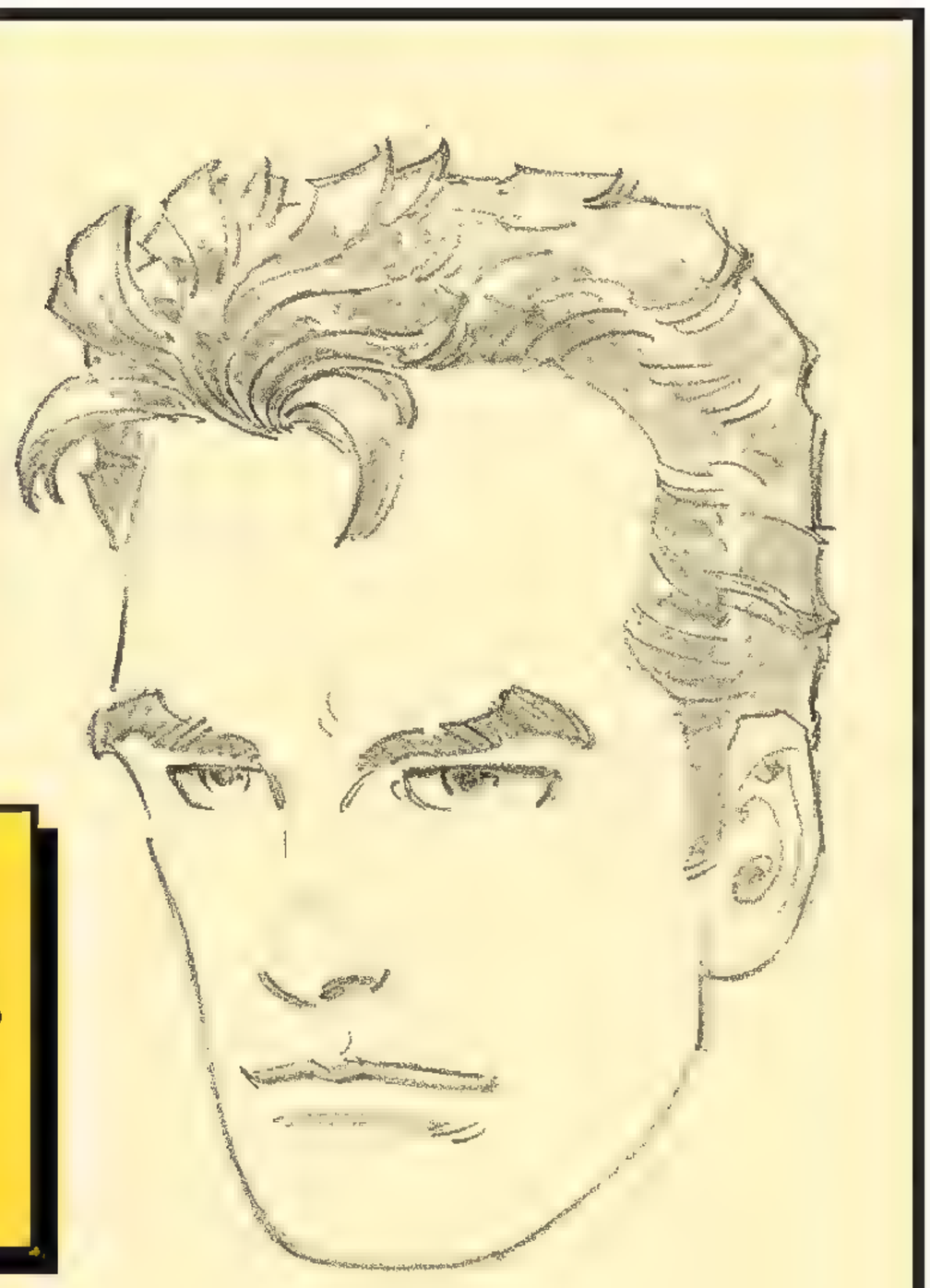
NO. I GUESS I CAN'T!
BUT I'M GOING TO FIND OUT MORE ABOUT THE STRANGE CONNECTION BETWEEN SENATOR WARD AND THE RANGER. AND I'VE A HUNCH I WON'T LIKE WHAT I FIND.
END

Preeeeesenting... THE SCINTILLATING SPIDER-MAN SCRAPBOOK!

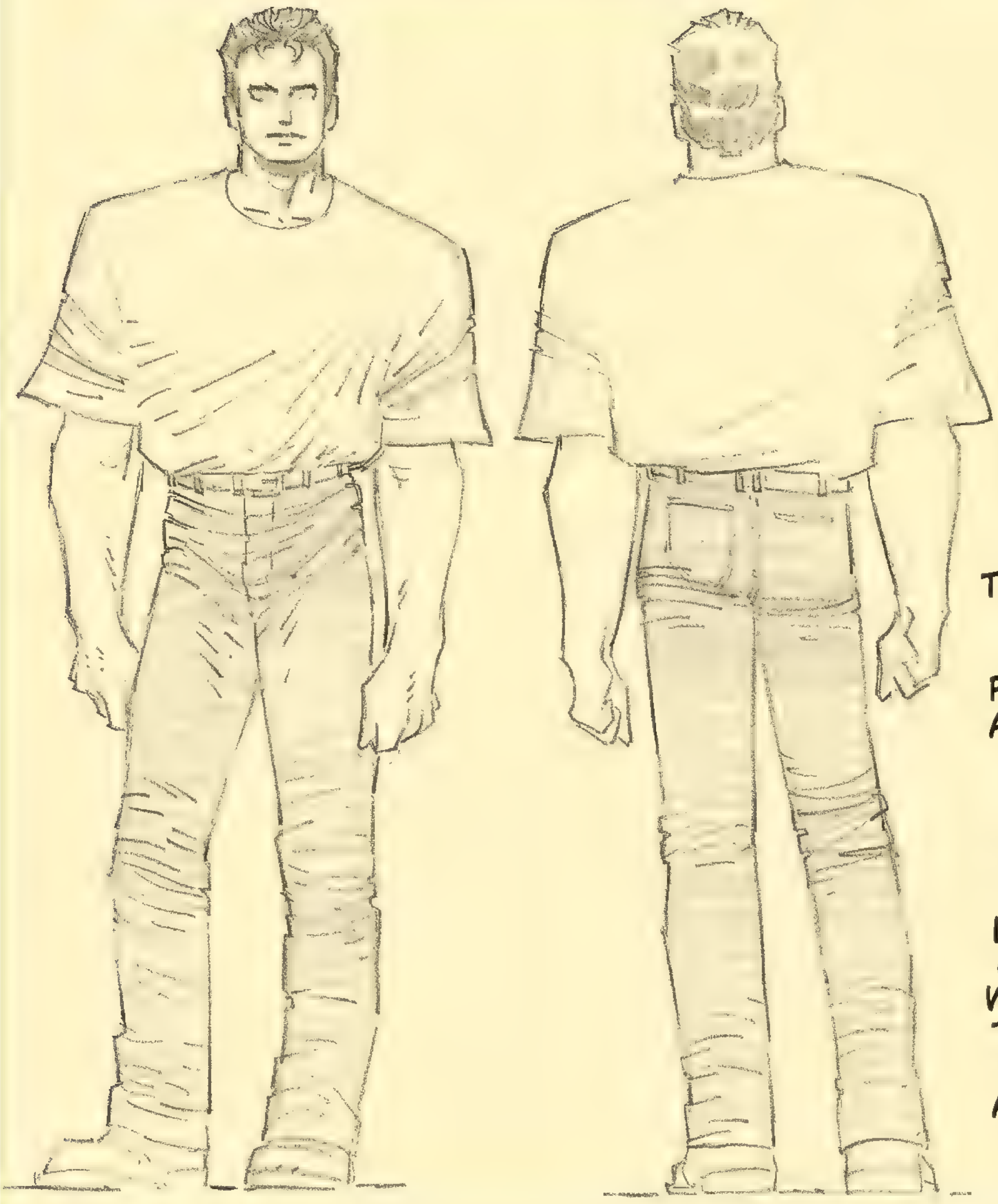
A GALLERY OF CLASSIC CHARACTERS FROM THE WEBSPINNER'S CAPTIVATING CAST OF SUPPORTING FOLKS, AS PENCILED BY THE TALENTED JOHN ROMITA JR.

UNFORTUNATELY, WE COULDN'T GET THE RECENTLY RETURNED *AUNT MAY*, BECAUSE SHE SAID SHE'D ONLY POSE FOR US IN A TEENSY-WEENSY BIKINI. AND WE'RE NOT SURE EVEN *WE* WANT TO INFLICT SUCH A SIGHT ON MARVELDOM ASSEMBLED! ANYWAY...

PETER PARKER



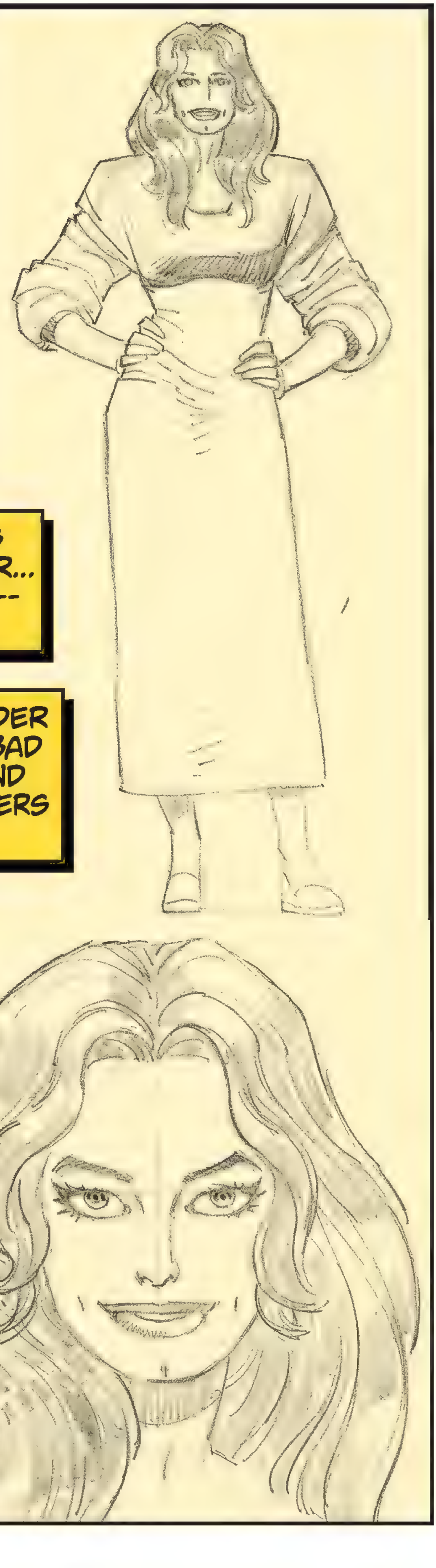
THE STAR OF THE SHOW! THE MAN AROUND WHOM IT ALL REVOLVES -- *PETER PARKER.* WILL HE EVER WEAR THE WEBS AGAIN? ONLY TIME WILL TELL. SO STICK AROUND.



BY THE WAY, THE RENDERINGS ON THIS AND SUBSEQUENT PAGES ARE THE ACTUAL *STYLE GUIDES* WE USE HERE IN THE SPIDEY OFFICE -- THE DEFINITIVE LOOK OF EACH CHARACTER -- WHICH WE SEND TO ANY ARTIST WORKING ON A *SPIDER-MAN* TITLE. CHECK 'EM OUT!

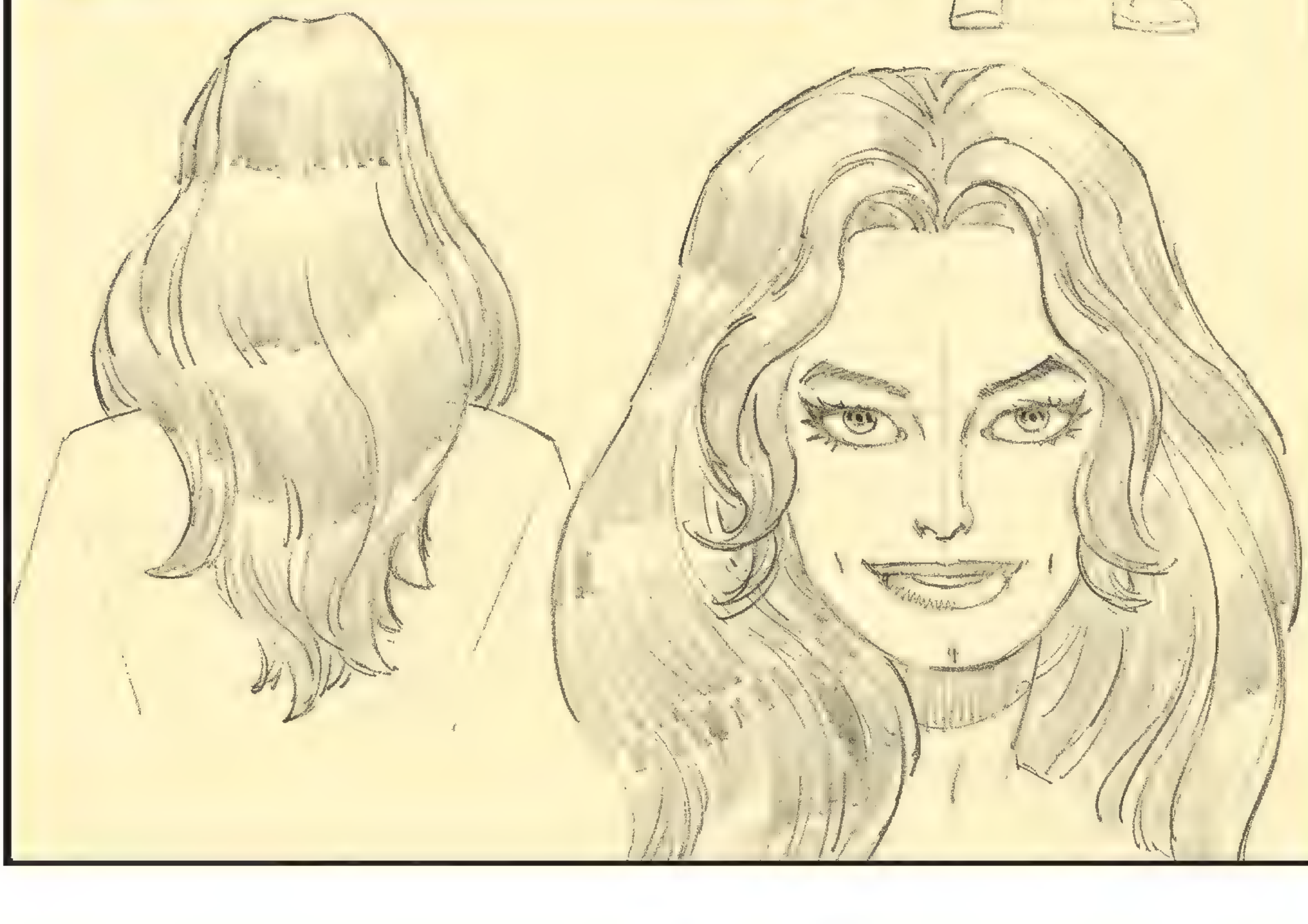
AND WHAT SUPPORTING CAST GUIDE WOULD BE COMPLETE WITHOUT THE INDESCRIBABLY BEAUTIFUL MRS. PARKER HERSELF --

MARY JANE



SHE IS THE WOMAN WHO IS EVERYTHING TO YOUNG PETER... FRIEND, LOVER, CONFIDANT -- AND A DEVOTED WIFE.

MARY JANE IS THE SOFT SHOULDER HE CRIES ON WHEN THINGS GO BAD IN HIS OFTEN WACKY WORLD. AND THOSE AREN'T SUCH BAD SHOULDERS TO CRY ON, RIGHT?



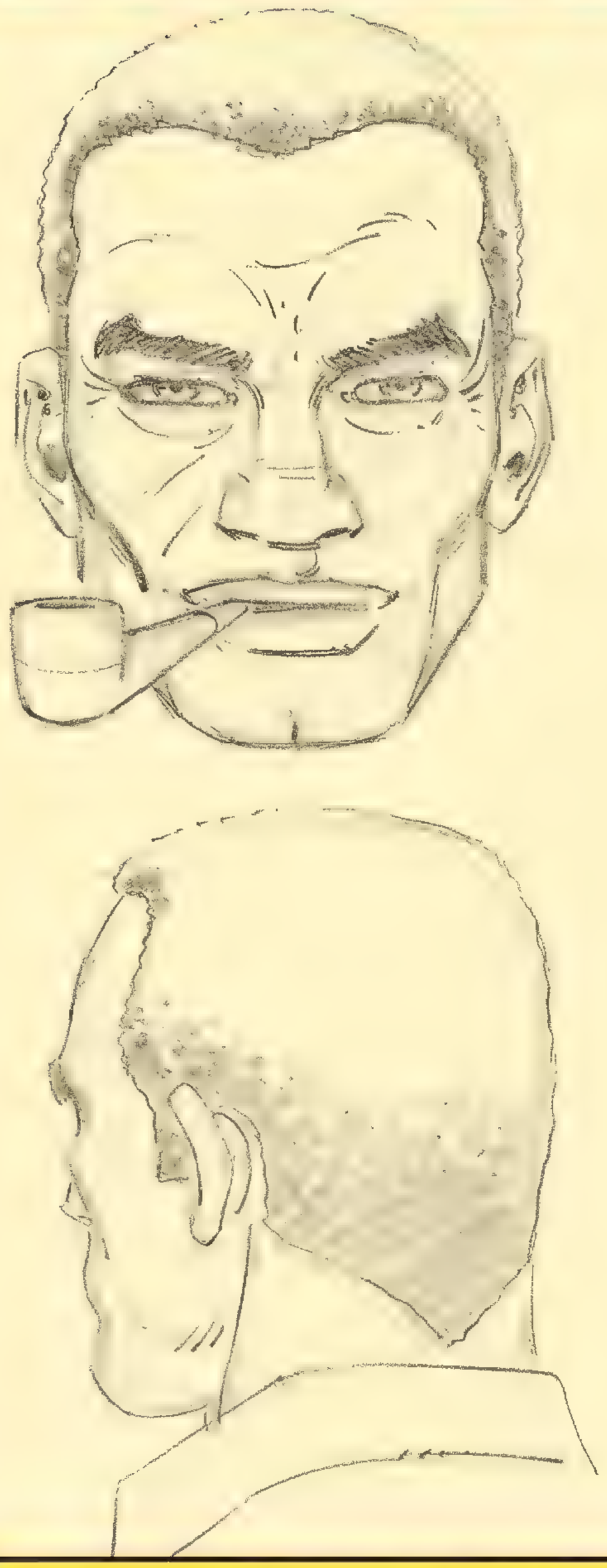
J. JONAH JAMESON

AHHH, AND HERE'S THE OLD SKINFLINT HIMSELF -- *J. JONAH JAMESON*, PUBLISHER AND OWNER OF THE *DAILY BUGLE* NEWSPAPER, AND ALL-AROUND BASTION OF JOURNALISTIC INTEGRITY.

HE'S THE CREW-CUTTED, CIGAR-CHOMPING ETERNAL NEMESIS OF THE WEBSLINGER -- THE GENTLEMAN WHO'S MADE SPIDER-MAN'S LIFE A LIVING HELL WITH HIS ANTI-SPIDEY EDITORIALS SINCE THE BEGINNING OF THE WALLCRAWLER'S CAREER.

IF SPIDER-MAN HAS AN IMPLACABLE FOE, HE'S THE GUY. BUT Y'KNOW, WE LOVE THE MAN ANYWAY. MUST BE THOSE SOFT, ADORABLE EYES.

"ROBBIE" ROBERTSON



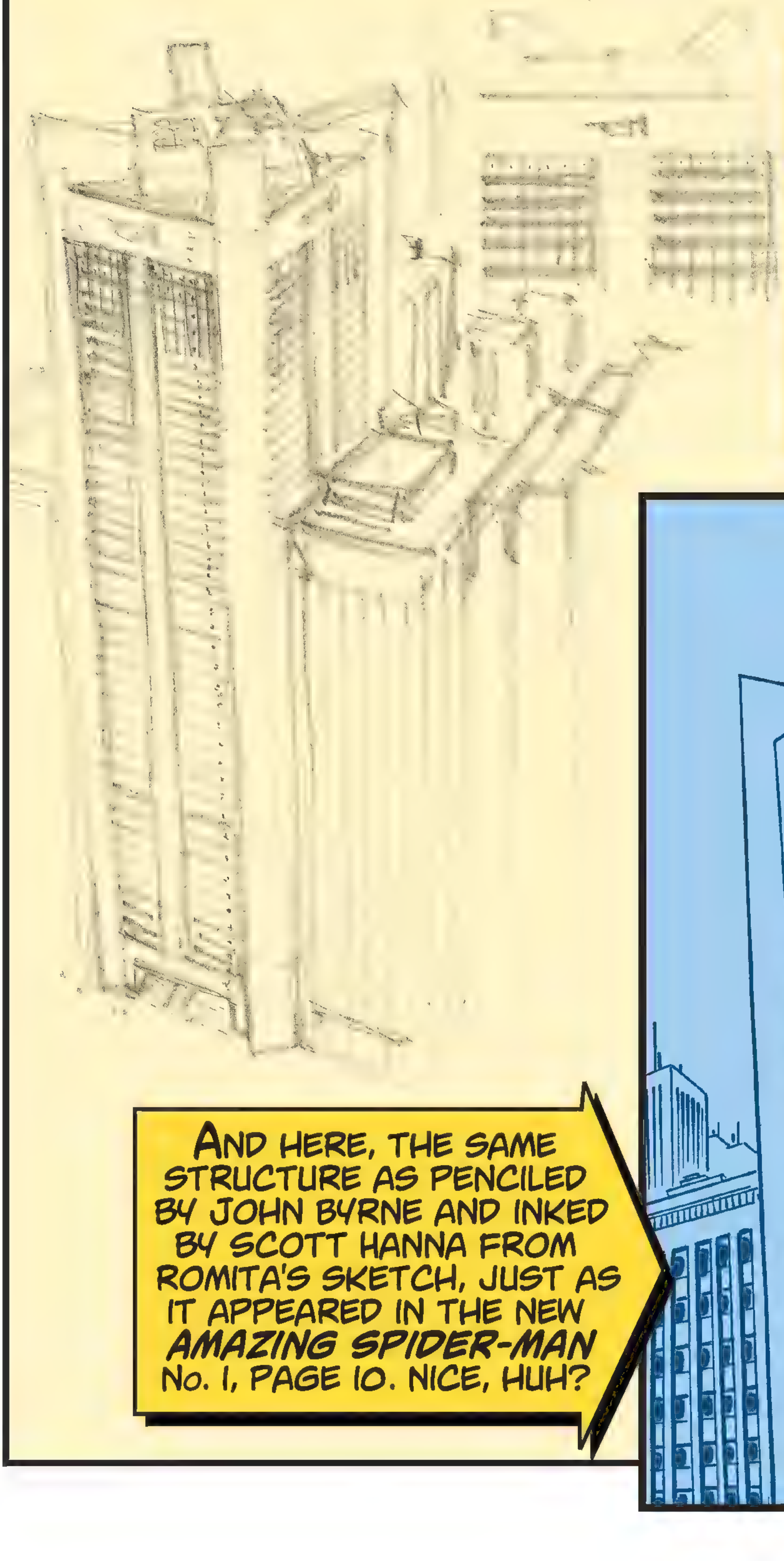
AND, AS COUNTERPOINT TO THE SNARLING, GROWLING JONAH -- *JOE "ROBBIE" ROBERTSON* -- THE EDITOR-IN-CHIEF AND VOICE OF REASON OVER AT THE *DAILY BUGLE*.

THEY DON'T COME MUCH BETTER THAN THIS FELLA -- FRIEND AND SOMETIMES FATHER-FIGURE TO PETER PARKER, AND THE HEART AND SOUL OF NEW YORK'S MOST FAMOUS TABLOID.

ROBBIE -- YOU'RE THE BEST!

THE DAILY BUGLE

THE DAILY BUGLE
46 FLOORS - (42 OFFICE FLOORS) (1 MAIN LOBBY FLOOR)
(3 TOP FLOORS ARE BLDG WORKS)
((COOLING, HEATING, WATER, ELEVATORS ETC))

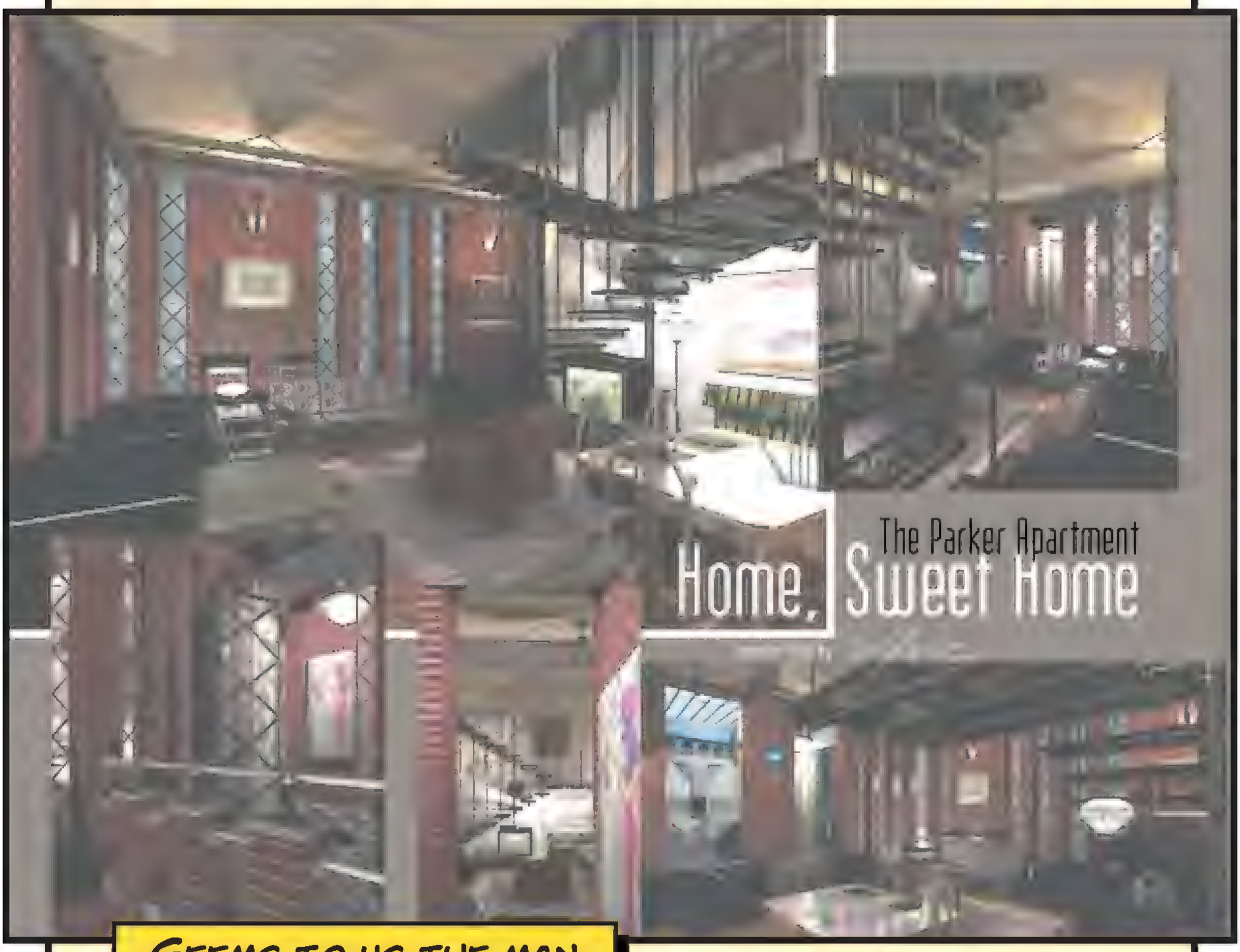


JOHN JR.'S INITIAL SKETCH OF THE NEW *DAILY BUGLE* BUILDING -- WE ASKED HIM TO DESIGN IT AFTER THE OLD ONE WAS PUMPKIN-BOMBED BY THE ***GREEN GOBLIN*** MONTHS AGO.

AND HERE, THE SAME STRUCTURE AS PENCILED BY JOHN BYRNE AND INKED BY SCOTT HANNA FROM ROMITA'S SKETCH, JUST AS IT APPEARED IN THE NEW ***AMAZING SPIDER-MAN*** No. 1, PAGE 10. NICE, HUH?

THE PARKERS' APARTMENT

FINALLY, THE EVER-VERSATILE MR. BYRNE HIMSELF SENT ALONG THESE FAR-OUT THREE-DIMENSIONAL SHOTS OF THE PARKERS' NEW FIFTH AVENUE PENTHOUSE HE DESIGNED.



SEEMS TO US THE MAN HAS A SECOND CAREER AS AN ARCHITECT SHOULD HE BE SO INCLINED.

HOPE YOU ENJOYED THE LOOK-SEE. TAKE CARE, BELIEVER!

-- *RALF*

DESIGN BY ***COMICRAFT'S JOHN ROSHELL*** • AND SPECIAL THANKS TO ***SKI***

STAN LEE PRESENTS:

MEMORIES

HOWARD MACKIE/ANDY SMITH/BRAD VANCATA STORY & ART
MARK BERNARDO COLORS RS/COMICRAFT/LA LETTERS

"IT WAS A FEW YEARS AFTER I'D COME TO LIVE WITH UNCLE BEN AND AUNT MAY.

"MY PARENTS HAD BEEN KILLED THE YEAR BEFORE.

"IT WAS A HOT NIGHT IN THE SUMMER.

"UNCLE BEN WAS AT HIS LODGE MEETING.

"AUNT MAY WAS WORKING ON HER EMBROIDERY.

"AND I WAS TRYING TO LOSE MYSELF IN MY BOOKS... DESPITE THE NOISE COMING FROM OUTSIDE.

"TAG, HIDE AND SEEK, JOHNNY ON THE PONY...

"THEY WERE NEVER REALLY PART OF MY SUMMERS.

"KIDS MY OWN AGE WEREN'T PART OF MY LIFE.

"THEIR LAUGHTER FILLED THE NIGHT AIR.

"TO ANY NORMAL KID IT WOULD HAVE BEEN A REAL TEMPTATION TO JOIN IN THE FUN, BUT NOT FOR ME.

"I KNEW THAT MORE OFTEN THAN NOT, I WAS THE BUTT OF THEIR JOKES.

"I HAD UNCLE BEN, AUNT MAY AND MY BOOKS. I TRIED TO PRETEND THAT WAS ENOUGH.

PETER, DEAR, WHY DON'T YOU WALK AROUND THE CORNER TO Mr. WILSON'S ICE CREAM SHOP...

... AND GET US A NICE PINT OF ICE CREAM TO EAT LATER WHEN UNCLE BEN COMES HOME.

SURE, AUNT MAY.

"THE GAUNTLET.

"IT WAS ALL DONE IN CONSPIRATORIAL WHISPERS AND GIGGLES, BUT I'D HEARD ALL OF THE WORDS BEFORE.

"GEEK.

"FOUR EYES.

"BRAINIAC.

"LITTLE ORPHANED PARKER.

"UNCLE BEN AND AUNT MAY SAID I SHOULDN'T LISTEN, BUT IT WAS HARD.

"AND HARDER STILL NOT TO SHOW HOW MUCH THE WORDS HURT.

"IT MADE ME WISH I WASN'T SO SMART, OR DIDN'T WEAR GLASSES, OR THAT MY PARENTS HAD STAYED IN ONE PLACE... HADN'T LEFT ME... HADN'T DIED.

"THEN I WOULD START PRETENDING THAT THEY WEREN'T REALLY DEAD. THAT IT WAS ALL JUST A RUSE AND THAT THEY'D COME BACK SOMEDAY.

"AND *THEN* THINGS WOULD BE DIFFERENT.

"*THEN* NOBODY WOULD LAUGH AT ME ANYMORE.

WILSON'S

OPEN

HEY THERE, PETER! PINT OF CHOCOLATE SWIRL TONIGHT?

HOW DO YOU ALWAYS GUESS, Mr. WILSON?

Mrs. WILSON SAYS I'VE GOT ICE CREAM RUNNING THROUGH MY VEINS, MY BOY!

"IT ALL MADE ME WONDER WHAT LIFE WOULD HOLD FOR ME WHEN I GREW UP.

"I'D WONDER IF I'D GROW UP TO LOOK LIKE MY DAD.

"SOMETIMES IT WAS SO HARD TO REMEMBER *WHAT* HE LOOKED LIKE.

"I'D WONDER IF I ACTUALLY REMEMBERED MY PARENTS AT ALL, OR IF I WAS JUST REMEMBERING THE STORIES THAT AUNT MAY AND UNCLE BEN TOLD ME OVER AND OVER AGAIN.

"UNCLE BEN.

"I RAN IN TO HIM RIGHT AFTER I CAME OUT OF THE STORE.

"THAT NIGHT, IN MY EYES, HE WAS THE BIGGEST AND STRONGEST MAN I'D EVER SEEN.

"HE WAS MY BEST FRIEND, BUT...

"... HE WASN'T MY DAD.

"WE WALKED HOME THAT NIGHT AND TALKED ABOUT ALL SORTS OF THINGS.

"THE STARS, BASEBALL AND *ICE CREAM!*

"HADN'T REALLY WALKED VERY FAR WHEN...

"DARKNESS.

"THE KIND OF PITCH BLACK YOU JUST DON'T GET IN THE CITY NORMALLY.

"THERE WASN'T A LIGHT TO BE SEEN... *ANYWHERE.*

"I WAS SCARED.

"I HAD *NO* IDEA WHAT WAS HAPPENING.

"BUT UNCLE BEN WAS THERE.

"A STRONG HAND...

"... A REASSURING VOICE AND...

"... A LIGHT IN THE DARKNESS.

"IT WAS JUST ONE OF THOSE KEY CHAIN FLASHLIGHTS YOU CAN GET AT ANY DIMESTORE, BUT...

"... THAT NIGHT IT SEEMED LIKE A THOUSAND SUNS.

"UNCLE BEN EXPLAINED TO ME THAT THE HOT WEATHER WAS PUTTING A REAL DRAIN ON THE ELECTRICAL SERVICE AND WE WERE IN A BLACKOUT.

"OUTSIDE OF THE SCANT LIGHT GIVEN OFF BY THE KEY CHAIN, THE WORLD HAD BEEN DEVOURED BY THE DARKNESS.

"AS WE WALKED ON, AND UNCLE BEN EXPLAINED EVERYTHING IN HIS CALM AND REASSURING VOICE...

"... SUDDENLY I WAS LESS AFRAID.

"I WAS WITH UNCLE BEN."

"AS WE TURNED AROUND THE CORNER TO OUR BLOCK, AND TOWARD THE SAFETY OF HOME...

"... BEDLAM."

"ALL THE KIDS, WHO HAD BEEN MAKING FUN OF ME JUST A LITTLE WHILE BEFORE WERE PANIC STRICKEN.

"THE BIGGEST BULLIES AND THE PRETTIEST GIRLS WERE TERRIFIED BY THE SUDDEN DARKNESS.

"AND THERE WAS UNCLE BEN, IN THE MIDDLE OF IT ALL WITH HIS LIGHT, THE ONLY LIGHT TO BE SEEN.

"THE KIDS ALL GATHERED AROUND AND LISTENED TO HIM IN THE SAME WAY THAT I HAD LISTENED.

"AND HIS STRONG, REASSURING VOICE WORKED MAGIC.

"HE EXPLAINED IT ALL AND TOLD THEM IT WOULD BE FINE...

"... AND IT WAS."

"SUDDENLY I DIDN'T SEE UNCLE BEN THE SAME WAY I HAD BEEN SEEING HIM

"HE WASN'T MY FATHER, BUT...

"HE ***WAS*** UNCLE BEN AND HE WAS ***MINE!***

"SOON FLASHLIGHTS WERE CUTTING THROUGH THE DARKNESS.

"PARENTS WERE HANDING THEM OUT THANKS TO UNCLE BEN AND...

"... THE CUTEST LITTLE GIRL, SHE MOVED AWAY LATER THAT YEAR, TURNS TO ME AND SAYS...

YOU'RE LUCKY, PETER.

"AND ***I KNEW*** SHE WAS RIGHT."

"WE SPENT THE REST OF THE NIGHT EATING ICE CREAM BY CANDLELIGHT.

"AND FOR THE FIRST TIME IN YEARS...

"...I MISSED MY MOM AND DAD NOT QUITE SO MUCH."

MILK

FROM THAT DAY ON, I PRAYED THAT I WOULD SOMEDAY BE EVEN HALF THE MAN UNCLE BEN WAS.

PETER, YOU'VE NEVER TOLD ME THAT STORY BEFORE.

IT'S BEEN A LONG TIME SINCE I'VE THOUGHT ABOUT IT, MARY JANE. I GUESS THIS SNOWSTORM KILLING THE LIGHTS IN THE CITY TRIGGERED THE MEMORY.

DEAR, SOMETIMES YOU CAN SEE THINGS MUCH MORE CLEARLY IN THE DARK. SOMETIMES, THE DARK BRINGS PEOPLE TOGETHER IN STRANGE WAYS.

I THINK YOU'RE TRYING TO TELL US SOMETHING, AUNT MAY.

WHY, PETER, WHATEVER DO YOU MEAN?

THE END

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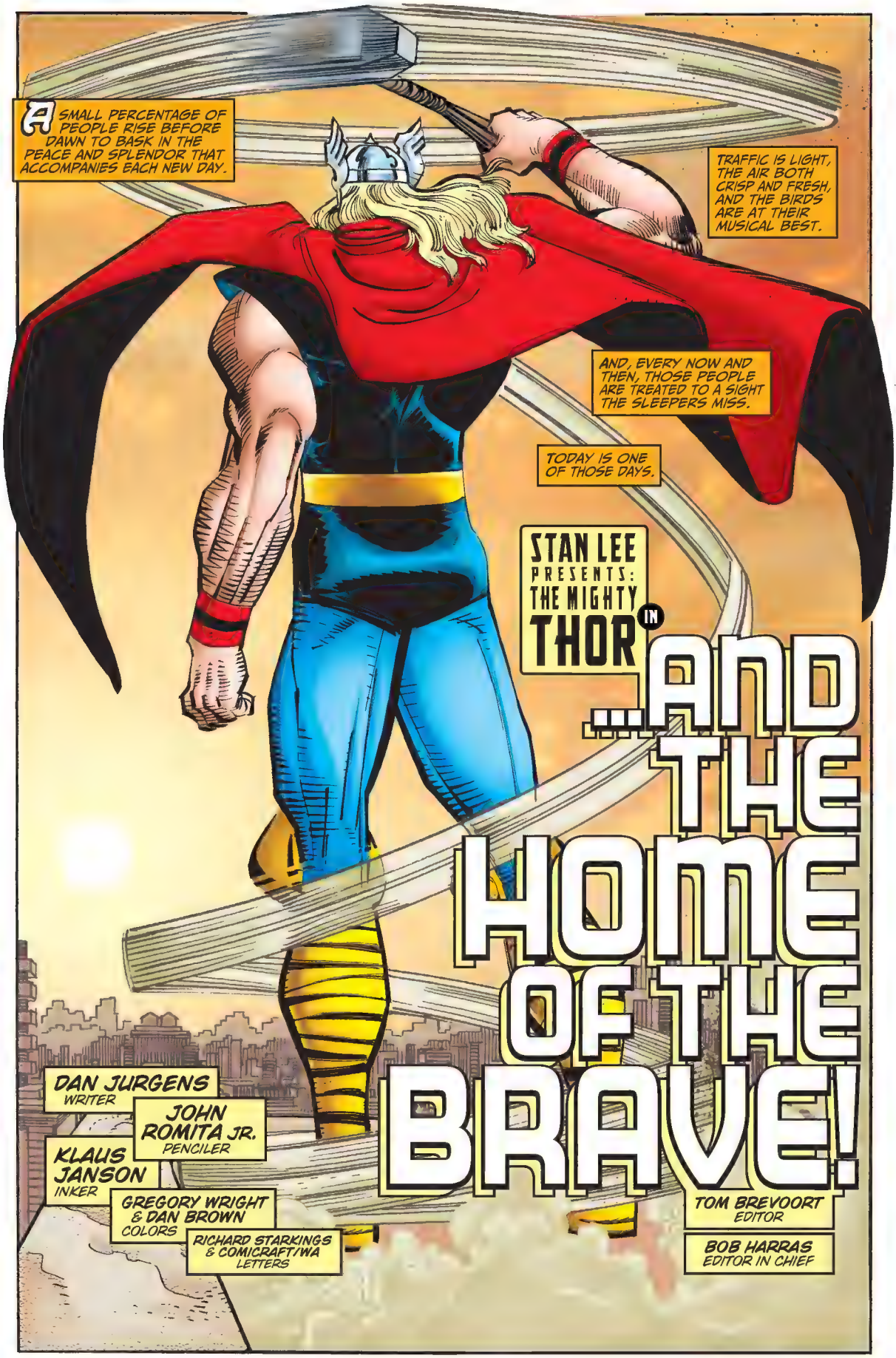

A SMALL PERCENTAGE OF PEOPLE RISE BEFORE DAWN TO BASK IN THE PEACE AND SPLENDOR THAT ACCOMPANIES EACH NEW DAY.
TRAFFIC IS LIGHT, THE AIR BOTH CRISP AND FRESH, AND THE BIRDS ARE AT THEIR MUSICAL BEST.
AND, EVERY NOW AND THEN, THOSE PEOPLE ARE TREATED TO A SIGHT THE SLEEPERS MISS.
TODAY IS ONE OF THOSE DAYS.
STAN LEE PRESENTS: THE MIGHTY THOR
IN
...AND THE HOME OF THE BRAVE!
DAN JURGENS
WRITER
JOHN ROMITA JR.
PENCILER
KLAUS JANSON
INKER
GREGORY WRIGHT & DAN BROWN
COLORS
RICHARD STARKINGS & COMICRAFT/WA
LETTERS
TOM BREVOORT
EDITOR
BOB HARRAS
EDITOR IN CHIEF

VERILY, TOO MUCH TIME HATH PASSED SINCE *THOR* DID LAST JOURNEY TO THE ONCE-GOLDEN SPIRES OF *ASGARD!*

THERE DID MY LIEGE AND FATHER *ODIN* AND ALL HIS SUBJECTS RESIDE, TO RULE FROM AFAR O'ER THE AFFAIRS OF *MAN.*

'TIS TIME NOW FOR MY ENCHANTED MALLET *MJOLNIR,* FORGED BY ODIN HIMSELF, TO PIERCE ANEW THE GULF OF SPACE AND DIMENSION --

-- THAT I MIGHT BE DELIVERED TO THE *REALM ETERNAL!*

ALAS, THE CITY FAIR BE NOW A DESERTED SHAMBLES, AND 'TIS THE DUTY OF *THOR* TO IDENTIFY THE FORCES THAT RENDERED IT THUS.

FAR TOO LONG HATH THIS MYSTERY OF EVENTS GONE UNSOLVED.

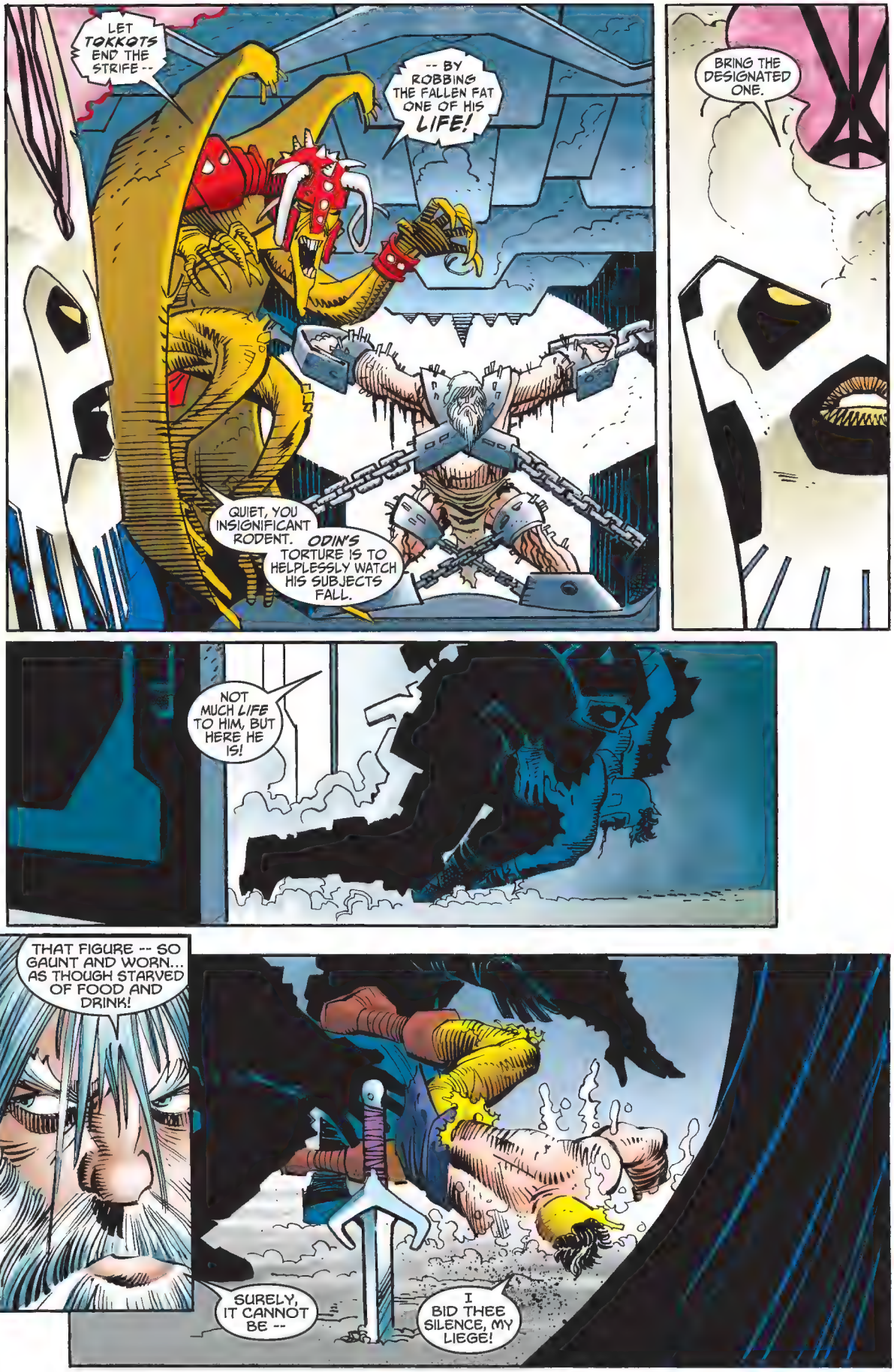
TODAY, THE *GOD OF THUNDER* DEMANDS *ANSWERS!*

AH. *ASGARD.* THOUGH A MOCKERY OF THE SHINING FUTURE IT DID ONCE EMBODY --

-- 'TIS MOST COMFORTING TO SET FOOT 'PON THAT WHICH IS *HOME.*

BY HELA'S KISS OF DEATH!
THE VERY SECOND MY FOOT DIDST TOUCH FIRM GROUND --
-- A FORCE UNEXPLAINED STRUCK OUT, VIOLENT AND TRUE --
-- SO AS TO REPEL ME --
-- BACK TO WHERE I STARTED!
ONCE MORE IS MY QUEST FOR ANSWERS *THWARTED* BY THE UNKNOWN!
ONCE MORE DO I SUFFER THE SHAME OF FAILING THOSE WHO ARE FRIEND AND FAMILY!
ONCE MORE I MUST TWIST IN WONDER O'ER THE FATE WHICH HATH BEFALLEN --

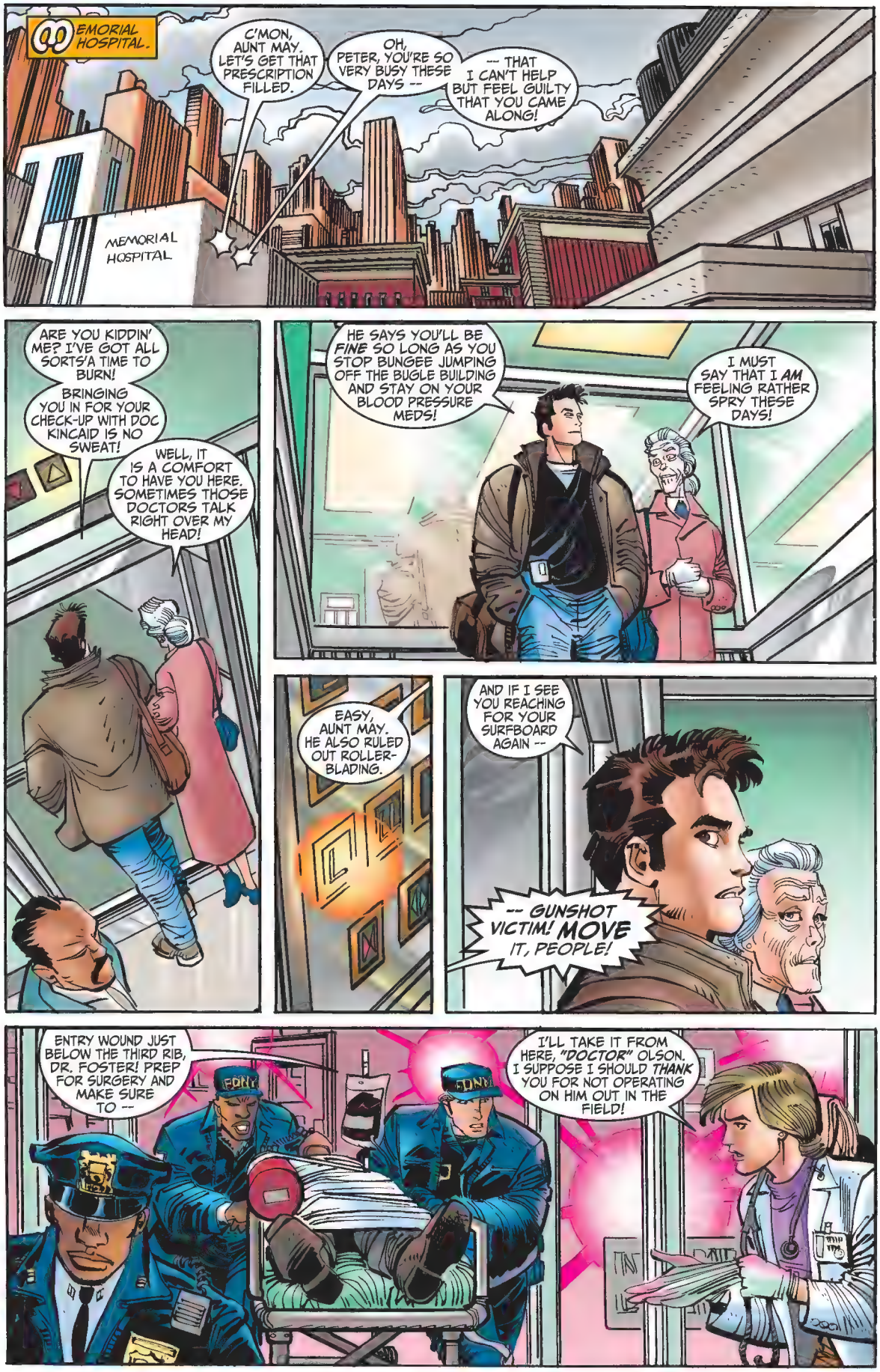
"-- ASGARD!"
00 MINUTES AGO...
I DESIRE SPORT, PERRIKUS. SUPPLY IT.
YOU INSULT ME, MAJESTON ZELIA. NONE BUT ODIN ARE MY EQUAL OR ABLE TO SUPPLY SUITABLE CHALLENGE.
THE DARK GODS HAVE GATHERED IN ANTICIPATION OF A CONTEST, MY SON.
I DO NOT WISH THEM DISAPPOINTED.
THE BARRIER IS SECURE. NONE MAY ENTER ASGARD.
NO, NO, NO! DISAPPOINTED THEY MUST NOT BE --
-- NOT WHEN IT'S BLOOD THEY WISH TO SEE!


LET TOKKOTS END THE STRIFE --
-- BY ROBBING THE FALLEN FAT ONE OF HIS LIFE!
QUIET, YOU INSIGNIFICANT RODENT.
ODIN'S TORTURE IS TO HELPLESSLY WATCH HIS SUBJECTS FALL.
BRING THE DESIGNATED ONE.
NOT MUCH LIFE TO HIM, BUT HERE HE IS!
THAT FIGURE -- SO GAUNT AND WORN... AS THOUGH STARVED OF FOOD AND DRINK!
SURELY, IT CANNOT BE --
I BID THEE SILENCE, MY LIEGE!

THOUGH MY SUFFERINGS OF LATE ARE BEYOND ANY CONCEPT OF CRUELTY EVER CONCEIVED --
-- IF IT'S BATTLE THESE TREACHEROUS SCOUNDRELS WANT, SO SHALL THEY HAVE IT!
FOR BALDER THE BRAVE SHALL NOT, NOW OR E'ER, SHRINK FROM HIS DUTY TO ODIN AND ASGARD!
I'LL EAT HIS HEART AND CLEAVE HIS SPINE!
THE RIGHT TO TERMINATE THIS WORM IS MINE!
AWAY! THIS IS FOR PERRIKUS!
PERRIKUS DOES NOT WANT THIS KILL!
THEREFORE TOKKOTS DEMANDS THE THRILL!
AWAY WITH YOU, OR I'LL LET PERRIKUS END YOUR MAGGOT- RIDDEN EXISTENCE!
AIEEEE!
AGAIN THE MAJESTON'S ANGRY DECREE --
-- IS DIRECTED AT NONE OTHER THAN ME!

THERE! ON TATTERED BRIDGE DO I PERCEIVE --
-- A FIGURE MATERIALIZES, I DO BELIEVE!
A CURIOSITY, HE LEAVES AS HE CAME --
-- GIVING TOKKOTS THE CHANCE TO DO THE SAME!
YOU WANT ME TO WASTE MY TIME DUELING THIS HALF-DEAD WRETCH?
NO.
WERE IT THOR, PERHAPS. LET THIS PITIFUL SOUL DIE ALONE.
TURN THYSELF, BASE VILLAIN! TURN AND FACE THE WRATH OF --

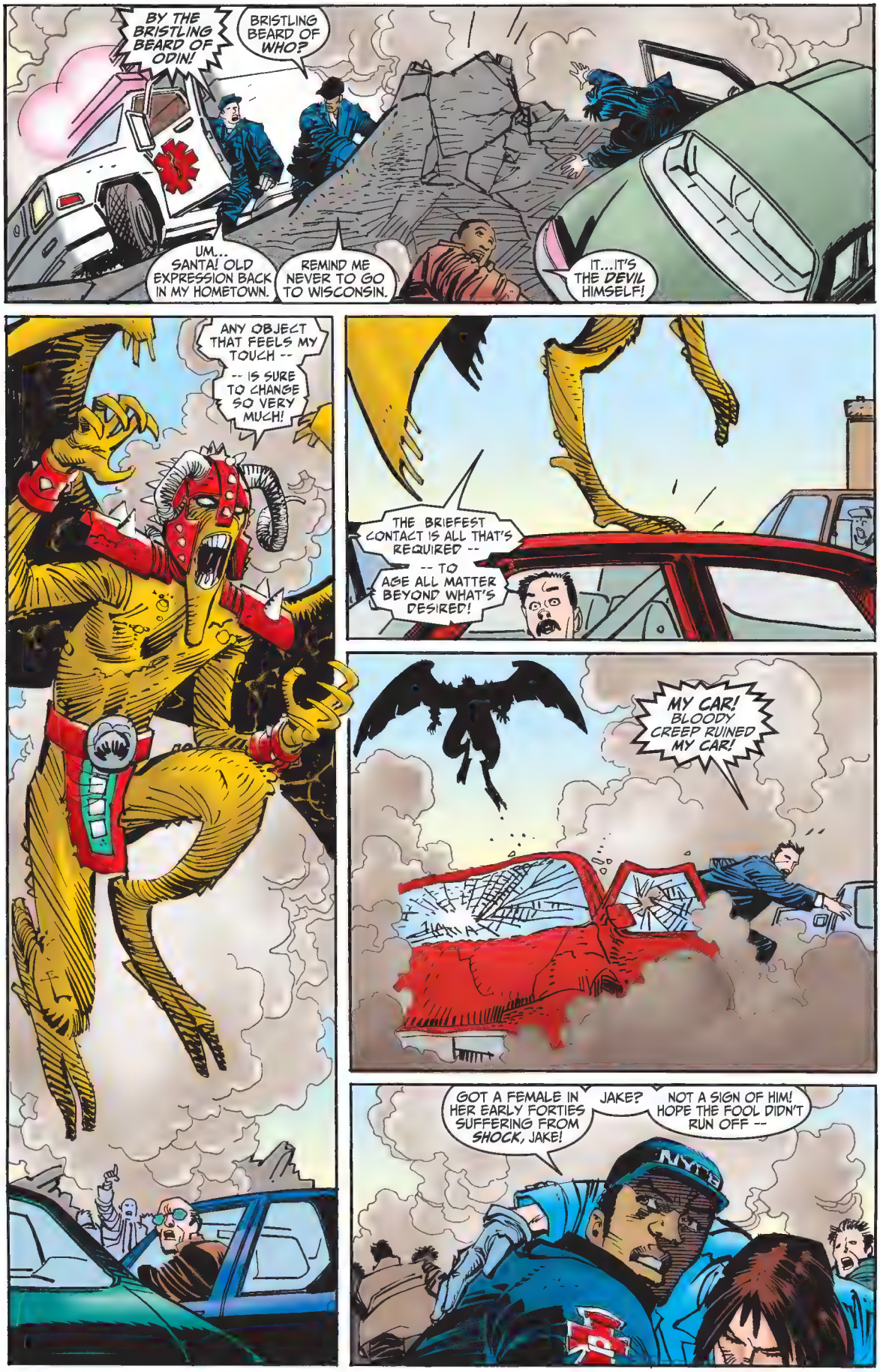
-- BALDER THE BRAVE ENRAGED!
CHINK
A SHAMEFUL ATTEMPT --
-- FOR I EXPEND GREATER EFFORT IN DISPATCHING A TROUBLESOME INSECT.
SLASSSH
ARRGH!
YET ANOTHER FALLS.
THERE WILL BE MORE, ODIN.
YOU WILL WATCH AS EACH AND EVERY ONE OF YOUR SUBJECTS IS CRUSHED --
-- UNTIL YOU ARE THE LAST.
THE GREATEST OF TORTURES AND HUMILIATIONS.
A FATHER WATCHES AS HIS CHILDREN DIE.
N... NAY...

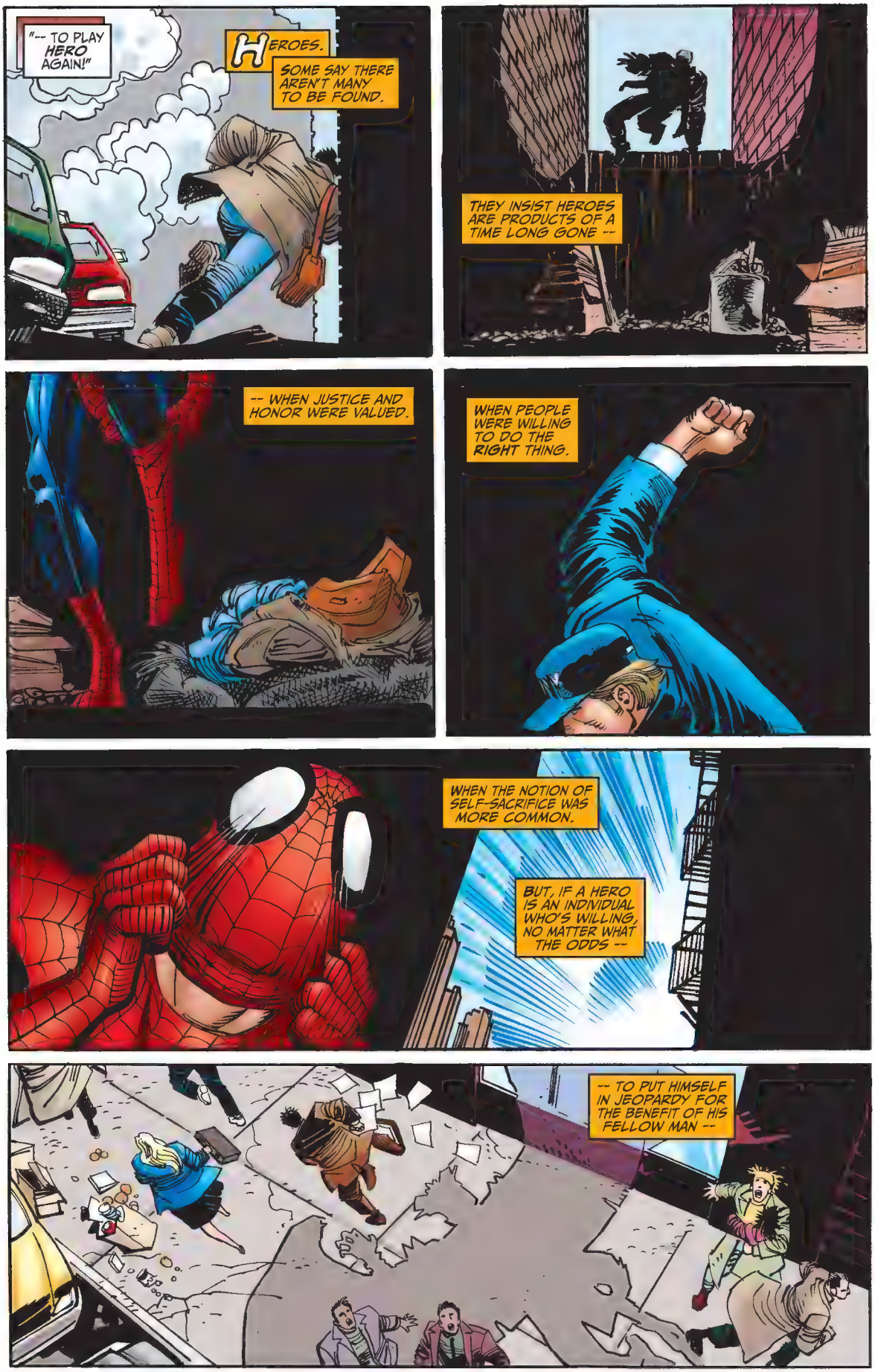

EMORIAL HOSPITAL.
C'MON, AUNT MAY. LET'S GET THAT PRESCRIPTION FILLED.
OH, PETER, YOU'RE SO VERY BUSY THESE DAYS --
--- THAT I CAN'T HELP BUT FEEL GUILTY THAT YOU CAME ALONG!
MEMORIAL HOSPITAL
ARE YOU KIDDIN' ME? I'VE GOT ALL SORTS'A TIME TO BURN!
BRINGING YOU IN FOR YOUR CHECK-UP WITH DOC KINCAID IS NO SWEAT!
WELL, IT IS A COMFORT TO HAVE YOU HERE. SOMETIMES THOSE DOCTORS TALK RIGHT OVER MY HEAD!
HE SAYS YOU'LL BE FINE SO LONG AS YOU STOP BUNGEE JUMPING OFF THE BUGLE BUILDING AND STAY ON YOUR BLOOD PRESSURE MEDS!
I MUST SAY THAT I AM FEELING RATHER SPRY THESE DAYS!
EASY, AUNT MAY. HE ALSO RULED OUT ROLLER-BLADING.
AND IF I SEE YOU REACHING FOR YOUR SURFBOARD AGAIN --
-- GUNSHOT VICTIM! MOVE IT, PEOPLE!
ENTRY WOUND JUST BELOW THE THIRD RIB, DR. FOSTER! PREP FOR SURGERY AND MAKE SURE TO --
FDNY
FDNY
I'LL TAKE IT FROM HERE, "DOCTOR" OLSON. I SUPPOSE I SHOULD THANK YOU FOR NOT OPERATING ON HIM OUT IN THE FIELD!

UM...NO WAY. I LEARNED MY LESSON LAST TIME.
GLAD TO HEAR THAT, MISTER.
YOUR PROGNOSIS IS ACCURATE, THOUGH. HE'LL NEED SURGERY IMMEDIATELY.
FDNY
THOR #5 -- TOM
REAL HEROES AT WORK SAVING LIVES! HOLD ON WHILE I SNAP A COUPLE FOR A PHOTO ESSAY!
OH, PETER! DO YOU SUPPOSE THAT POOR YOUNG MAN WILL DIE?!
JACKALS! I'M TRYING TO SAVE THIS MAN'S LIFE AND THEY'RE SNAPPING PICTURES.
DEMITRIUS, ROUND UP SECURITY FOR ME!
FDNY
NOT NECESSARY, DOC! LET ME AND THE JAKESTER HANDLE THIS!
TIME'S UP, COWBOY. GIVE ME THAT FILM.
THE NAME'S PETER PARKER, AND THIS IS A TRIBUTE TO YOU GUYS!
DOESN'T CHANGE MY MIND.
EASY, D! HEAR HIM OUT!
I DON'T LIKE HAVING MY PICTURE TAKEN, JAKE! I WANT THE FILM!
FD
FDNY
DON'T WORRY, MAN! YOU WEREN'T EVEN IN THE FRAME!
NOTHING TO WORRY ABOUT, D. RELAX.
NEXT TIME, PARKER, ASK.
VERILY, THIS LAD DOTH SEEM PASSING FAMILIAR...
WILL DO. THANKS FOR THE HELP.
FDNY
BEEP BEEP
BEEP BEEP

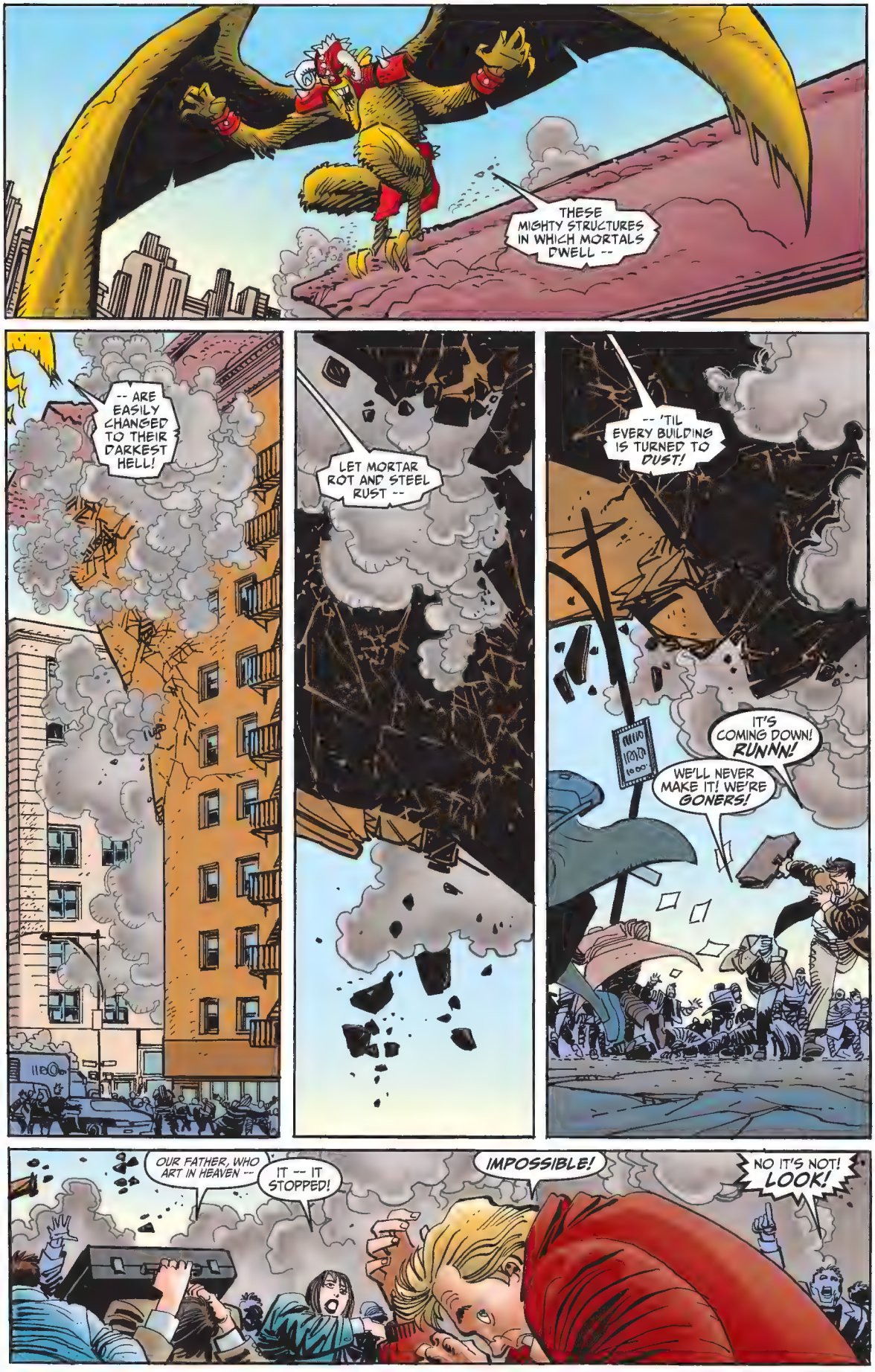
MY PAGER OR YOURS?
BOTH. UH-OH. TROUBLE.
FDNY
SAME HERE.
SADDLE UP, D! TIME TO ROLL!
WHERE TO?
FDNY
SORRY, AUNT MAY, BUT THE BUGLE ASSIGNMENT DESK SAYS THERE'S SOMETHING BIG HAPPENING OVER IN MIDTOWN!
WELL, THEN YOU JUST GO RIGHT AHEAD AND TAKE THE BEST PICTURES THAT J. JONAH JAMESON HAS EVER SEEN, PETER!
WILL DO! GET YOUR PRESCRIPTION FILLED AND I'LL BE BACK IN TIME TO TAKE YOU HOME!
YOU BETTER NOT BE PLANNIN' TO RIDE WITH US, NEWS HOUND!
BUT...PETER! YOU HAVE MY PRESCRIPTION ORDER IN YOUR POCKET --!
OH, DEAR...HE DIDN'T HEAR ME!
SIRENS EVERYWHERE! WHATEVER'S GOING DOWN IS MAJOR!
SELF STORAGE
NYFD EMS
SINCE WHEN DID YOU GET BUGGED BY HAVING YOUR PICTURE TAKEN, D?
JUST THE WAY I FEEL, JAKE. CAN'T HELP IT.

NOW MY SPIDEY-SENSE IS CRANKING LIKE CRAZY!
AND IF I DIDN'T KNOW BETTER, I'D SWEAR THE GROUND'S SHAKING!
HANG ON, JAKE-O! I THINK IT'S AN EARTH-QUAKE!
RRRRUUMMMMMMBBBBBLE
SKRAKAKOWW
THIS WORLD OF GRIME IS UNKNOWN TO ME --
-- BUT VICTIMS A'PLENTY I DO SEE!
MORTALS ALL, HEAR MY CRY --
-- THE TIME HAS COME FOR YOU TO DIE!


BY THE BRISTLING BEARD OF ODIN!
BRISTLING BEARD OF WHO?
UM... SANTA! OLD EXPRESSION BACK IN MY HOMETOWN.
REMIND ME NEVER TO GO TO WISCONSIN.
IT...IT'S THE DEVIL HIMSELF!
ANY OBJECT THAT FEELS MY TOUCH --
-- IS SURE TO CHANGE SO VERY MUCH!
THE BRIEFEST CONTACT IS ALL THAT'S REQUIRED --
-- TO AGE ALL MATTER BEYOND WHAT'S DESIRED!
MY CAR! BLOODY CREEP RUINED MY CAR!
GOT A FEMALE IN HER EARLY FORTIES SUFFERING FROM SHOCK, JAKE!
JAKE?
NOT A SIGN OF HIM! HOPE THE FOOL DIDN'T RUN OFF --


"-- TO PLAY HERO AGAIN!"
HEROES.
SOME SAY THERE AREN'T MANY TO BE FOUND.
THEY INSIST HEROES ARE PRODUCTS OF A TIME LONG GONE --
-- WHEN JUSTICE AND HONOR WERE VALUED.
WHEN PEOPLE WERE WILLING TO DO THE RIGHT THING.
WHEN THE NOTION OF SELF-SACRIFICE WAS MORE COMMON.
BUT, IF A HERO IS AN INDIVIDUAL WHO'S WILLING, NO MATTER WHAT THE ODDS --
-- TO PUT HIMSELF IN JEOPARDY FOR THE BENEFIT OF HIS FELLOW MAN --

-- THEN THERE ARE STILL HEROES TO BE FOUND --
-- AND WE'RE ALL THE BETTER FOR IT.
SPIDER-MAN! DRAWN HERE BY THE SAME SOUNDS OF BATTLE THAT DIDST ALERT THE COURAGEOUS HEART OF THOR, NO DOUBT!
BATTLE?
I THOUGHT IT WAS JUST ANOTHER EPISODE OF THE JERRY SPRINGER SHOW!
GET THEE BEHIND ME, LEST YOU BE INJURED, SPIDER-MAN, AND LET A WARRIOR BORN END THIS THREAT!
SHEESH! PUT ME IN A SKIRT, WHY DON'TCHA?


THESE MIGHTY STRUCTURES IN WHICH MORTALS DWELL --
-- ARE EASILY CHANGED TO THEIR DARKEST HELL!
LET MORTAR ROT AND STEEL RUST --
-- 'TIL EVERY BUILDING IS TURNED TO DUST!
IT'S COMING DOWN! RUNNN!
WE'LL NEVER MAKE IT! WE'RE GONERS!
OUR FATHER, WHO ART IN HEAVEN --
IT -- IT STOPPED!
IMPOSSIBLE!
NO IT'S NOT! LOOK!

THANKS BE TO SPIDER-MAN, FOR 'TIS HIS MIRACULOUS WEBBING THAT DOTH HOLD THIS RUBBLE FAST --

-- WHILE THE MIGHTY SINEWS OF THE *GOD OF THUNDER* SUPPORT ITS MASSIVE WEIGHT!

THANK YOU *THANK YOU!*

I KNEW WE COULD COUNT ON THE *AVENGERS,* BUT... SPIDER-MAN?

WASTE NO MORE TIME, MORTALS!

GET THEE GONE --

-- LEST THE WEBBING GIVES WAY AND YE ALL ARE CRUSHED!

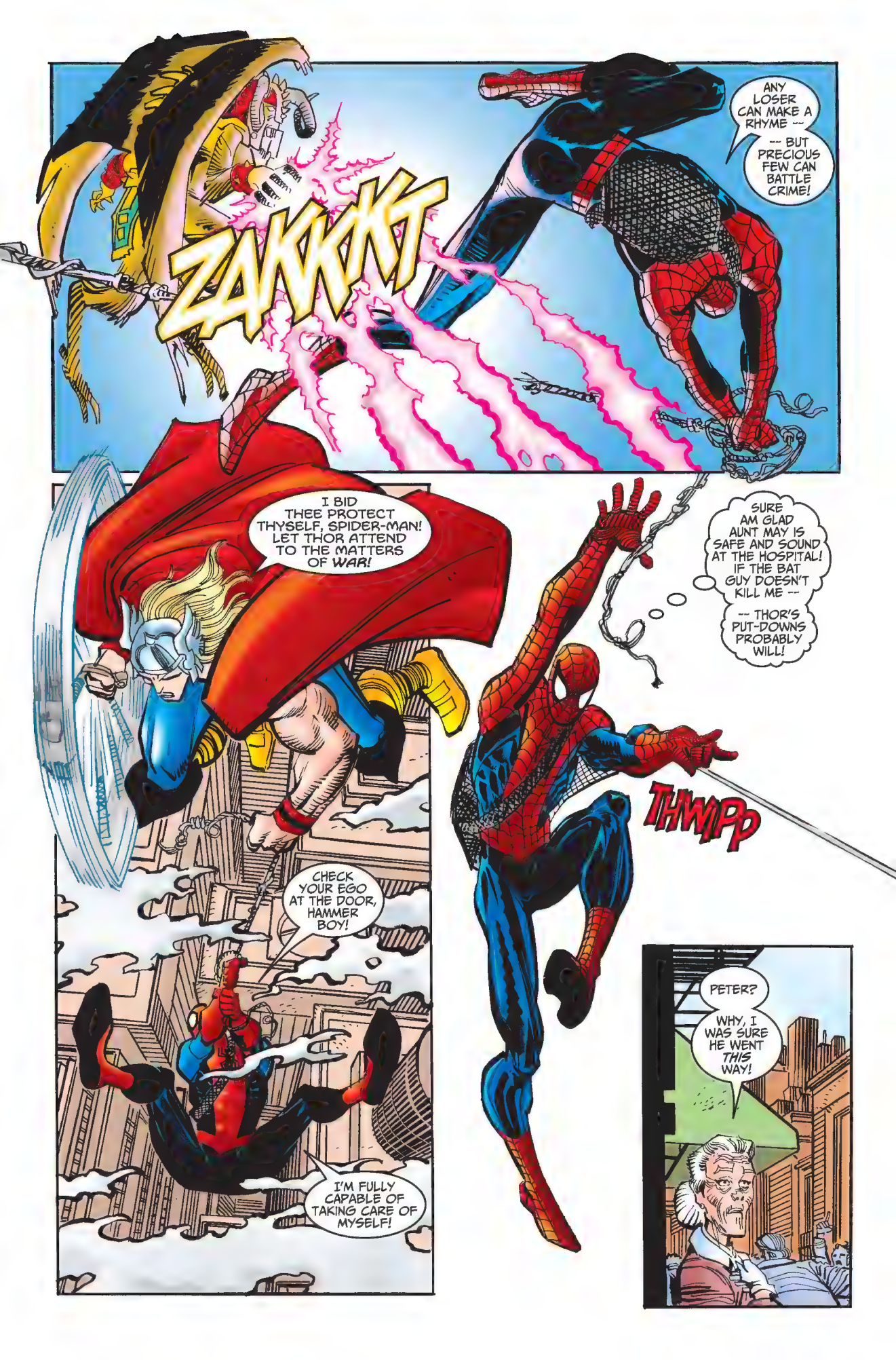
YOU DON'T HAVE TO TELL US TWICE!

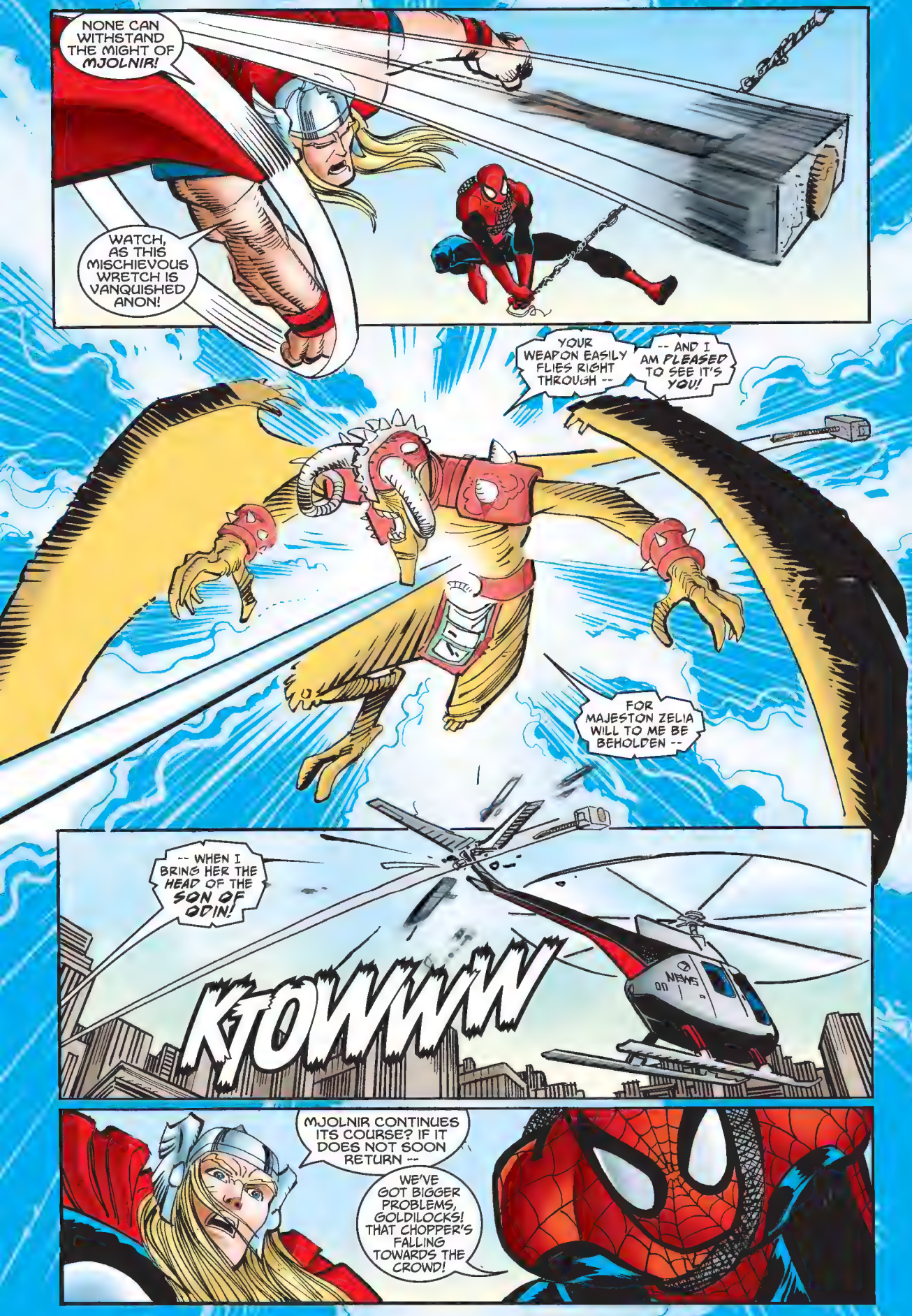
SCREAMS OF DEATH ARE MY AIM --

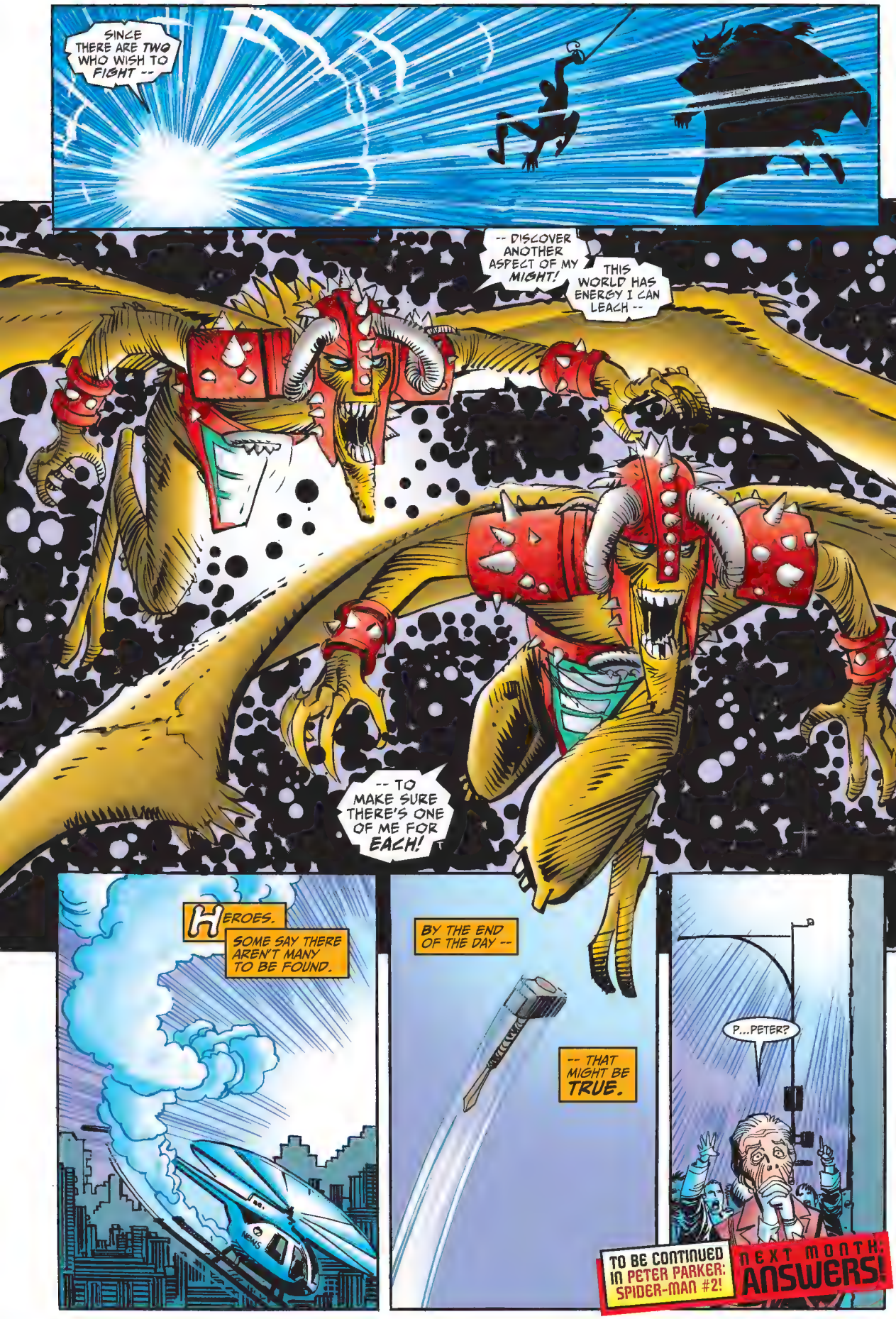
-- YET SOMEONE DARES STOP MY GAME!

MIGHTY *SPIDEY* IS THE GUY--

-- WHO'S HERE TO KNOCK YOU OUT OF THE SKY!


ZAKKKT
ANY LOSER CAN MAKE A RHYME ---
-- BUT PRECIOUS FEW CAN BATTLE CRIME!
I BID THEE PROTECT THYSELF, SPIDER-MAN! LET THOR ATTEND TO THE MATTERS OF *WAR!*
SURE AM GLAD AUNT MAY IS SAFE AND SOUND AT THE HOSPITAL! IF THE BAT GUY DOESN'T KILL ME --
-- THOR'S PUT-DOWNS PROBABLY WILL!
THWIPP
CHECK YOUR EGO AT THE DOOR, HAMMER BOY!
I'M FULLY CAPABLE OF TAKING CARE OF MYSELF!
PETER?
WHY, I WAS SURE HE WENT *THIS* WAY!


NONE CAN WITHSTAND THE MIGHT OF MJOLNIR!
WATCH, AS THIS MISCHIEVOUS WRETCH IS VANQUISHED ANON!
YOUR WEAPON EASILY FLIES RIGHT THROUGH --
-- AND I AM PLEASED TO SEE IT'S YOU!
FOR MAJESTON ZELIA WILL TO ME BE BEHOLDEN --
-- WHEN I BRING HER THE HEAD OF THE SON OF ODIN!
KTOWWW
NEWS
MJOLNIR CONTINUES ITS COURSE? IF IT DOES NOT SOON RETURN --
WE'VE GOT BIGGER PROBLEMS, GOLDILOCKS! THAT CHOPPER'S FALLING TOWARDS THE CROWD!


SINCE THERE ARE TWO WHO WISH TO FIGHT --
-- DISCOVER ANOTHER ASPECT OF MY MIGHT!
THIS WORLD HAS ENERGY I CAN LEACH --
-- TO MAKE SURE THERE'S ONE OF ME FOR EACH!
HEROES.
SOME SAY THERE AREN'T MANY TO BE FOUND.
BY THE END OF THE DAY --
-- THAT MIGHT BE TRUE.
P...PETER?
TO BE CONTINUED IN PETER PARKER: SPIDER-MAN #2!
NEXT MONTH: ANSWERS!

MARVEL COMICS

FEB
#2

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER™
SPIDER-MAN®

MENACE FROM THE WORLD BEYOND!

Featuring the mighty THOR®

MACKIE
ROMITA JR
HANNA

WWW.MARVEL.COM

JR JR + KANSON
LIQUID!

YES... MAY... MAY PARKER.

BUT I REALLY DON'T MEAN TO TROUBLE YOU... I'M SURE THERE ARE OTHER THINGS FOR YOU TO DO... NEW YORK CITY...

IT'S JUST THAT I CAN'T SEEM TO FIND MY NEPHEW.

HIS NAME IS PETER AND... WELL... HE'S SUCH A DELICATE LAD.

A WONDERFUL BOY. I RAISED HIM AS MY OWN AND I'M EXTREMELY PROUD OF HIM. HE'S MARRIED TO --

I'M SORRY.

I'M NOT ANSWERING YOUR QUESTION, AM I?

I'VE HAD A FEW HEALTH PROBLEMS AS OF LATE AND PETER AND I HAD JUST COME FROM THE HOSPITAL AFTER MY MONTHLY CHECK-UP.

THE DOCTOR HAD GIVEN ME A NEW PRESCRIPTION TO GET FILLED WHEN PETER GOT A CALL, OR SOME SUCH THING, FROM THE DAILY BUGLE. DID I MENTION THAT HE'S A FREELANCE PHOTO-GRAPHER?

NO, MA'AM.

WELL PETER WENT RUNNING OFF WITH THE PRESCRIPTION AND I DECIDED TO CHASE AFTER HIM.

SILLY ME. I OVER-EXERTED MYSELF WHEN I COULD HAVE JUST GONE BACK AND ASKED THE DOCTOR FOR A NEW PRESCRIPTION INSTEAD OF FOLLOWING THE LAD AROUND HALF THE CITY.

AND NOW *THIS.* I DO HOPE PETER IS GOING TO BE OKAY.

I'M SURE YOUR NEPHEW WILL TURN UP, MA'AM. BUT RIGHT NOW WE HAVE TO GET *YOU* TO SAFETY.

I WOULD FEEL MUCH BETTER IF THAT HORRID SPIDER-MAN WASN'T INVOLVED IN ALL *THIS.*

WOULDN'T WE ALL...

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"BUT AT LEAST *THOR* IS AROUND TO KEEP THINGS IN LINE."

STAN LEE PRESENTS:

PLAYTHING OF THE GODS

SPIDER-MAN! MIGHTY MJOLNIR, IT DOST FLY FROM MY HAND AND NOT RETURN.

I MUST RETRIEVE IT BEFORE --

WHATEVER!

I'LL GIVE YOU A HAND WITH THE *HAMMER*...

... IF YOU THINK YOU CAN HANDLE THE HELICOPTER IT JUST KNOCKED OUT OF THE SKY WHEN IT PASSED THROUGH THIS GUY... GUYS... OR *WHATEVER* THEY ARE!

BY THE WAY... DO YOU HAVE A CLUE TO WHO WE'RE FIGHTING HERE? THEY'RE NOT ONE OF MINE, SO I'M ASSUMING THEY'RE YOURS!

TOKKOTS! TOKKOTS THAT'S THE NAME...

... ONE IS ME, THE OTHER THE SAME!

WONDERFUL! *VERSE!*

I'LL GET THE HAMMER.

THWP

MIGHT JUST HIT MYSELF OVER THE HEAD IF I'M GOING TO HAVE TO HEAR ONE MORE RHYME OR ONE MORE "DOST!"

SEE! THAT WASN'T SO...

THWAPP

HOWARD MACKIE
JOHN ROMITA JR
SCOTT HANNA
STORY AND ART

WITH A TIP OF THE ASGARDIAN HELMET TO
DAN JURGENS

MARK BERNARDO
COLORS

RICHARD STARKINGS & COMICRAFT'S LIZ AGRAPHIOTIS
COLORS

RALPH MACCHIO
EDITOR

BOB HARRAS
EDITOR IN CHIEF

...HARRRRRRD!

WHOA! THE MOMENTUM OF THOR'S HAMMER PULLED ME AWAY FROM TOKKOTS'S BLAST, BUT...

... IT DOESN'T LOOK LIKE THOR FARED AS WELL.

"GETTING CAUGHT IN A BATTLE BETWEEN TWO GOD-LIKE BEINGS IS *NOT* HOW I PLANNED ON SPENDING MY DAY, BUT...

"... I GUESS IT *NEVER* IS!

"AND I HAVE *NO* IDEA AS TO WHY THIS TOKKOTS GUY DECIDED TO SHOW UP IN MIDTOWN AND START TEARING UP THE STREET.

"I *HATE* WHEN THAT HAPPENS!

"AT LEAST IT LOOKS LIKE THE POLICE ARE EVACUATING THE AREA PRETTY QUICKLY.

"NOW IF I COULD JUST FIGURE OUT A WAY TO SLOW DOWN BEFORE THIS THING CARRIES ME TO CALIFORNIA...

"WAIT! MARY JANE IS ON A PHOTO SHOOT IN L.A.! I COULD JUST LET THE HAMMER TAKE ME FOR A RIDE AND... NAH!"

STAND YE BACK, BASE VILLAIN. THOR DOES NOT STAND BY IDLY...

...WHILE INNOCENT LIVES ARE PLACED IN JEOPARDY BY YOUR COWARDLY ACTS!

YOU, ODINSON, WILL DIE WHERE YOU STAND...

...BEFORE YOU CAN LEND A HELPING HAND!

YOU SHALL FALL WITH THE REST OF YOUR LINE.

MAJESTON ZELIA'S FAVOR SHALL THEN BE ***MINE!***

GOT IT!

NOW IF I CAN JUST HOLD ON LONG ENOUGH TO ARC THE HAMMER'S PATH...

"...I SHOULD GIVE THOR A HAND BEFORE TOKKOTS FRIES HIM."

HAMMER! WEBBING! WHAT IS *THIS*?

A PLOT DEVISED BY MY BROTHER, PERRIKUS?

IF I CAN JUST HOLD ON TO THEM LONG ENOUGH FOR THOR TO CATCH THE COPTER...

SNAP

FWAAM

FWAKK

"OR... THAT'S ANOTHER WAY TO DO IT!"

I PRAY THAT I HAVE NOT BEEN SEPARATED FROM MJOLNIR FOR TOO LONG.

THE INNOCENTS ABOARD THAT FLYING CONVEYANCE CANNOT AFFORD THE MYSTICAL ENCHANTMENT WHICH BINDS US TO LAPSE.

KROOM

WHAT'S THIS?

THE GROUND BENEATH MY FEET, COVERED WITH WEBBING WHICH CUSHIONED THE IMPACT.

MY THANKS TO YOU, SPIDER-MAN.

NOT A PROBLEM, GOLDILOCKS!

NOW HOW ABOUT WE FIND THE BAD GUYS?

MEANWHILE...

OH, DEAR, IT LOOKS LIKE WE SHOULD BE MOVING WITH EVERYONE ELSE, OFFICER.

YOU CAN CALL ME BARRY, MA'AM, BARRY MCCORMICK.

AND YOU AND I WILL SIT RIGHT HERE UNTIL HELP ARRIVES.

THANK YOU, DEAR. I AM FEELING A LITTLE WEAK.

IF YOU COULD JUST FIND MY NEPHEW, PETER, I'M SURE HE HAS MY MEDICINE.

OFFICER? DO YOU NEED ANY HELP? IS THERE ANYTHING I CAN DO?

NO, MISS. YOU SHOULD GET YOURSELF TO SAFETY.

HELLO, MA'AM, MY NAME IS HANNAH FAIRMONT. I THINK I RECOGNIZE YOU FROM THE HOSPITAL, DON'T I? ONE OF DOC KINCAID'S PATIENTS?

YES, DEAR.

HOW ARE YOU FEELING, MA'AM?

OH, I'LL BE FINE, DEAR. IF WE COULD JUST FIND MY NEPHEW.

WE'LL FIND HIM, MA'AM. AND THEN EVERYTHING IS GOING TO BE OKAY.

THANK YOU, HANNAH.

LOOKS LIKE THE PILOT AND PASSENGERS ESCAPED WITH FEW BRUISES, THOR.

NOW WHAT SAY WE GO NAIL THE TOKKOTS TWINS?

I SAY THEE *YES!* BUT FIRST I *MUST* FIND MJOLNIR AFORE --

FWOOSH

FOR THESE MORTALS DOES THE ODINSON TRULY CARE.

LET US USE THEM AS A SNARE!

OMIGOD! WHAT *ARE* THOSE THINGS DOING?

I DON'T KNOW, MA'AM, BUT WE'RE...

... TRAPPED!

LET'S ALL JUST STAY CLOSE! I'M SURE HELP WILL BE ON ITS WAY SOON.

BUT WHAT ABOUT PETER?

AUNT MAY?

WHAT IS *SHE* DOING HERE?

SORRY, THOR. BUT YOU'RE ON YOUR OWN FOR AWHILE!

SPIDER-MAN... I PRAY THEE WAIT...

...TOO WEAK TO REACH MJOLNIR...

...WITHOUT IT I WILL BE TRANSFORMED INTO JAKE OLSON AND...

...ALL WILL BE LOST!

HANG ON, FOLKS!

HELP IS ON THE WAY!

PETER! PLEASE SOMEONE FIND PETER! HE HAS MY PRESCRIPTION!

IF I HAD MY MEDICINE I'D BE FINE.

OH NO! WHAT HAVE I DONE?

HOW COULD I HAVE BEEN SO THOUGHTLESS?

IS *THIS* WHY I DONNED THE WEBS AGAIN?

TO LOSE ONE OF THE MOST IMPORTANT WOMEN IN MY LIFE... AGAIN!

These events take place ***Before*** events in Issue #2 of Amazing Spider-Man. -- Eventful Ralf.

IS THIS THE RESPONSIBILITY THAT COMES WITH MY POWER?

NO!

I'M ***NOT*** GOING TO LOSE AUNT MAY AGAIN!

OVER THE ODINSON THESE HUMANS HAVE A SWAY...

...LET US TAKE ONE APART AND LEARN OF THEM TODAY.

YOU READY FOR THIS, OFFICER?

AS READY AS I'LL ***EVER*** BE!

WELL THEN, LET'S GO FOR IT!

I'VE HAD ABOUT ALL THE VERSE I CAN STAND FOR TODAY!

YOU MIGHT SAY...

I DO NOT LIKE VERSE HERE OR THERE...

...I DO NOT LIKE IT *ANYWHERE!*

HOW DOES HE DO IT? HOW CAN HE KEEP JOKING IN THE FACE OF SOMETHING LIKE *THIS?*

WEAPONS THEY CALL THIS LITTLE *THING?*

THEY DO NOT HURT, THEY ONLY *STING!*

THIS IS A WEAPON TRIED AND TRUE.

IT WILL TEAR THE FLESH FROM YOU!

KRAKOOM!

WHAT? LIGHTNING TEARS THE SKY ASUNDER --

THAT WOULD BE...

...THE GOD OF *THUNDER!*

NICE TO HAVE YOU BACK IN THE GAME, THOR!

'TIS NO *GAME*, SPIDER-MAN.

THESE DARK GODLINGS HAVE TAUNTED ME LONG ENOUGH WITH THEIR INFERNAL RHYMES!

THERE WILL BE A RECKONING FOR THE DEVASTATION DONE TODAY!

AND I WILL HAVE ANSWERS!

THEY SPEAK OF ODIN AND THE REALM ETERNAL!

I HAVE JOURNEYED FORTH, THROUGH TIME AND SPACE, AND SEEN ASGARD ITSELF LAID WASTE BY SOME DARK DESIGN.

IF THIS TOKKOTS HAS HAD SOME PART IN IT...

... I WILL KNOW!

...MY **RAGE** WILL KNOW NO BOUNDS!

YOU TELL HIM, THOR!

WE'RE NOT GOING TO TAKE ANY GUFF FROM VERSE-SPOUTING, GARGOYLE-LOOKING, DARK GODLING... WHATEVER! RIGHT?

I MUST NEEDS ADMIT, WEBBED ONE...

... SOMETIMES THOU DOST CONFUSE E'EN ME!

THIS BATTLE WILL END ANON.

MY FOE WILL SURRENDER OR THIS VORTEX SHALL CARRY HIM TO AN ENDLESS VOID WHICH EXISTS 'TWEEN ALL SPACE AND TIME.

THOUGH ONE HAS FALLEN, IT IS *TRUE!*

THE AUTHENTIC TOKKOTS HAS GOT...

...YOU!

THOUGH MY DOUBLE HAS FALLEN DOWN.

I WILL NOT BE PLAYED FOR THE CLOWN.

THIS HUMAN IS IMPORTANT TO YOU, ODINSON?

THEN WE SHALL BEGIN THE *FUN!*

FROM MY TOUCH HIS BODY WILL *CRUMBLE* TO DUST.

LAY DOWN YOUR *HAMMER, SURRENDER, YOU MUST!*

YOU ARE THE MISSING ODIN SPAWN.

WITH YOUR RETURN ZELIA SHALL BEGIN TO FAWN.

WHAT SHALL YOUR DECISION BE?

ANSWER! *ANSWER! ANSWER ME!*

BREEP

AIIIIE!

THE *HORRID, HORRID SOUND!*

IT TEARS THROUGH MY SKULL AS A *HELLISH HOUND!*

BREEP

Huh?

WHAT MAGIC IS THIS HORRID THING?

WHICH WITH A BREEP THE PAIN DOES BRING?

MY PAGER IS DOING THIS?

THE DAILY BUGLE...

SORRY, JONAH, BUT PETER ISN'T ANSWERING THE PAGE.

HUMPH! AND HE SAYS HE WANTS TO BE A NEWSPAPER MAN!

YOU KEEP TRYING, GLORI! AND DON'T STOP TRYING UNTIL THAT LAZY, NO ACCOUNT, PARKER, ANSWERS THE PAGE!

"WHOEVER YOU ARE...

... PLEASE ...

... DON'T STOP CALLING ME!

THERE'S GOT TO BE SOMETHING ABOUT THE SOUND FREQUENCY IN THE PAGER THAT IS NOT SITTING RIGHT WITH THIS GUY.

WELL, *WHATEVER* IT TAKES!

HEY, TOKKOTS!

I THINK THIS ONE'S FOR *YOU!*

YOUR BROKER!

NO!

GET IT AWAY!

STOP!

PLEASE!

THIS IS WHAT IT TAKES TO GET YOU TO CUT OUT THE VERSE?

REMIND ME TO SIGN YOU UP FOR THE FRIENDS AND FAMILY PLAN!

IT IS OVER.

NOW I WILL HAVE ANSWERS REGARDING ASGARD AND ALMIGHTY ODIN.

NOTHING ENDS. MY OTHER SELF HAS COME TO HAND...

NOPE!

JUST YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

NOW WHAT, THUNDER GOD?

NOW I HAVE TOKKOTS RETURN WITH ME TO ASGARD.

NAY! IT WILL NOT BE! YOU CANNOT MAKE ME!

DON'T MAKE ME BEEP YOU AGAIN, BUDDY!

YOU THINK YOU CAN FACE DOWN THE ARMIES OF MAJESTON ZELIA WTH YOUR BEEPER MAGIC?

YOUR FAILING WILL BE OH SO TRAGIC!

WE ARE OFF, WE MUST RETURN.

BUT SOON WE SHALL SEE YOU ALL BURN.

TO THE ETERNAL FLAMES OF MAJESTON'S MIGHT.

NOW I TAKE THE RAPID FLIGHT!

WHOOSH

NO!

MINE ENEMY HAS RETURNED TO THE GOLDEN REALM!

AND STILL AM I DENIED ANSWERS!

BUT NOW I KNOW.

I KNOW!

AND THERE SHALL COME A RECKONING!

THIS IS A GOOD THING... RIGHT?

A SHORT TIME LATER...

AUNT MAY? AUNT MAY, CAN YOU HEAR ME?

IT'S PETER, AUNT MAY! I'M SO SORRY. I--

WILL SOMEONE PLEASE CALL AN AMBULANCE?

IT'S ON THE WAY, SON.

JAKE?

IT'S ALL MY FAULT. I SHOULDN'T HAVE LEFT HER!

SHOULDN'T HAVE LEFT HER WITHOUT HER MEDICATIONS!

CALM DOWN, BOY.

I WANT YOU TO TRY TO REMEMBER WHAT KIND OF MEDICATION SHE IS SUPPOSED TO BE TAKING.

I'VE GOT THE PRESCRIPTION RIGHT HERE.

DEMETRIUS! IT'S JAKE! I NEED THE AMBULANCE *STAT!*

SHE'S GOING TO BE OKAY. WE CAN HANDLE THIS.

SHORTLY...

I'M SO SORRY FOR CAUSING SUCH A FUSS.

THAT YOUNG JAKE FELLOW SAYS I'LL BE FIT AS A FIDDLE IN NO TIME FLAT.

DON'T GO WORRYING YOURSELF INTO A TIZZY NOW.

AUNT MAY, PLEASE... STOP WORRYING ABOUT ME FOR A CHANGE.

IT'S WHAT I DO, PETER. IT'S WHAT I DO.

THAT WAS QUICK, JAKE.

IT'S WHAT I DO, HANNAH.

SO, IT'S FUNNY US RUNNING INTO EACH OTHER LIKE THIS.

I'VE BEEN THINKING THAT IT WAS TIME YOU AND I GOT BACK ON TRACK. SO...

I WAS WONDERING IF WE COULD GO OUT AGAIN SOMETIME? TRY TO REKINDLE ALL THOSE THINGS THAT NEED REKINDLING?

I... Er...

THEY'RE GOING TO TAKE YOU TO THE HOSPITAL FOR A CHECK UP, AUNT MAY. I WILL BE ***RIGHT*** BEHIND YOU.

THANK YOU, DEAR, AND BUTTON UP YOUR JACKET BEFORE YOU CATCH A DRAFT.

YES, MA'AM.

EXCUSE ME, MR. OLSON.

I WANTED TO THANK YOU FOR EVERYTHING YOU DID TODAY.

AND IF THERE IS ***EVER*** ANY WAY I CAN REPAY YOU...

IN SOME WAY... ...I FEEL AS THOUGH YOU ALREADY HAVE.

THE END

MARVEL® COMICS

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THE AMAZING SPIDER-MAN®

THIS IS PETER PARKER

LIQUID!

WHO IS BEING SCORCHED BY SHADRAC?!

MACKIE
BYRNE
HANNA

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STAN LEE PRESENTS:

I CAN'T... (AND I DON'T WANT TO) ...BUT I MUST!

A COLD WINTER'S NIGHT, HIGH ABOVE THE MANHATTAN SKYLINE...

HERE, AMONGST THE SPIRES AND ROOFTOPS...

... WE FIND SPIDER-MAN... THE NEWEST MODEL.

HOWARD MACKIE
JOHN BYRNE
SCOTT HANNA
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HE COULDN'T FLY, COULDN'T EVEN *GLIDE* AND YET...

... HE ALWAYS MADE IT LOOK SO EASY!

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WELL.
... HERE ...
... GOES ...
... NOTHING!

WHOA!
WHAT A RUSH!
THIS IS SO COOL!

PUTTING ON THE WEBS WHEN THE OLD SPIDEY DISAPPEARED WAS THE BEST DECISION OF MY LIFE!

WONDER WHAT I'D DO IF HE DECIDED TO SHOW UP AGAIN? AND WHAT IF HE DOESN'T LIKE SOME UPSTART DOING HIS THING?

I MEAN, IT'S NOT LIKE I'D GO FOR ONE OF THOSE TOE-TO-TOE BATTLES BETWEEN HEROES OR ANYTHING!

THE GUY IS MY IDOL!

I HOPE I NEVER HAVE TO FIND OUT WHAT I'D DO!

WHAT'S THIS?

LOOKS LIKE THE COPS ARE RUNNING DOWN A GOOD, OLD-FASHIONED BANK ROBBER!

COOL!

HAVEN'T DONE ONE OF THOSE YET!

... THAT BAG JUST DOESN'T MATCH THOSE SHOES!

THUK

HOW MANY TIMES HAS SPIDER-MAN DONE *THIS* LITTLE TRICK!

EXCUSE ME, MISTER BANK ROBBER, BUT...

HE'S ALL YOURS, OFFICERS.

AND THERE IS NO NEED TO THANK ME.

IT'S ALL PART OF BEING *SPIDER-MAN!*

HUFF! HUFF! SURE... TRY AND MAKE IT *LOOK* EASY, BUT...

... ALL THAT RUNNING AND CLIMBING TAKES IT OUT OF YOU.

HOW *DID* HE DO IT *WITHOUT* FLYING?

WEB-SHOOTERS! THAT'S IT! I'VE GOT TO FIND ME SOME *WEB SHOOTERS!*

MEANWHILE, IN ANOTHER LIFE...

... PETER PARKER FENDS OFF THE ADVANCES OF THE NEFARIOUS SUPER-MODEL KNOWN AS MARY JANE PARKER.

COME ON, MJ, CUT IT OUT! THAT TICKLES!

I JUST WANT TO MAKE SURE THAT YOU'RE KEEPING YOUR WORD!

I AM! I AM! I SWEAR I AM!

IT IS A BATTLE HE IS SURE TO LOSE.

SEE! I TOLD YOU, AND I PROMISED, SOMEONE ELSE IS SPIDER-MAN NOW. AND THAT IS FINE WITH ME.

DON'T YOU HAVE A PLANE TO CATCH, KIDDO? WHERE IS IT TO THIS WEEK?

OUT TO L.A. FOR A TV COMMERCIAL AND THEN BACK TO FRANCE FOR A RUNWAY GIG.

THEN JUST HOLD STILL AND LET ME MAKE SURE!

MY WIFE, THE SUPER-MODEL!

SOMEONE'S GOT TO PAY THE RENT!

SPEAKING OF WHICH... DO WE REALLY NEED SUCH A BIG PLACE? I KNOW YOU'RE PULLING IN PRETTY GOOD MONEY, BUT IT SEEMS LIKE WE'RE SPENDING MORE THAN --

HUSH! DON'T BE SUCH A WORRY WART, TIGER!

IT'LL ALL WORK OUT, SO JUST ENJOY!

BZZZZZZT

THAT MUST BE JILL!

COME ON UP, JILL!

I'M NOT INTERRUPTING ANYTHING, AM I?

YOU'LL NEVER KNOW!

YOU KNOW, SOMETIMES IT'S JUST TOO MUCH INFORMATION!

YOU TRY TO DO YOUR BEST FRIEND THE SUPER-MODEL A FAVOR BY DRIVING HER TO THE AIRPORT...

... SO SHE DOESN'T HAVE TO SUFFER THROUGH YET ANOTHER STRETCH LIMO, AND ***THIS*** IS WHAT YOU GET!

HEY, GIRLFRIEND! DON'T YOU GO MAKING FUN OF PETER'S CHEST!

OKAY! ENOUGH OF THIS! I'M ALREADY LATE FOR WORK!

JILL, WHY DON'T YOU STOP BY LATER AND CHECK OUT PETER'S NEW THINK TANK JOB? I HAVEN'T BEEN ABLE TO GET UP THERE YET!

MAYBE I CAN FIND A CUTE GUY WITH A ***BRAIN*** FOR A CHANGE!

YEAH AND YOU CAN SEE IF I'VE GOT ANY COMPETITION AMONGST THE CUTE INTERNS.

YOU HAVE ***NO*** COMPETITION, MJ!

STOP UP IF YOU WANT TO, JILL. WE CAN GRAB A BITE TO EAT AFTER I'M THROUGH!

IT'S A DATE, PETER!

MEANWHILE, AT THE FORMER RESIDENCE OF MAY PARKER, IN FOREST HILLS, QUEENS...

HOW AWFUL, MAY!

TO THINK THAT SOMEONE COULD ACTUALLY KIDNAP YOU AND MAKE US, YOUR FRIENDS, YOUR FAMILY...

... ALL BELIEVE YOU WERE DEAD! WHY WOULD ANYONE WANT TO DO SUCH A THING?

I'M TOO OLD TO EXPLAIN MORE THAN HALF OF WHAT GOES ON IN THIS WORLD, ANNA DEAR.

BUT... WHAT'S PAST IS PAST AND THANK THE LORD I'M BACK WHERE I BELONG.

AND HAVE SUCH WONDERFULLY SUPPORTIVE FRIENDS AND FAMILY.

I'M JUST SO GRATEFUL TO YOU ALL FOR ALL YOU DID FOR PETER AND MARY JANE DURING THOSE TRYING TIMES.

I KNOW HE'S A GROWN MAN, BUT I DO WORRY ABOUT PETER SO. HE WAS ALWAYS SO FRAIL AND SENSITIVE.

BUT WE MOVE ON...

A SHORT TIME LATER...

YOU HAVE DONE SUCH WONDERFUL THINGS WITH THE PLACE, ANNA. THE NEW PAINT, THE CURTAINS...

THANK YOU, MAY, I TRY TO MAKE IT FEEL LIKE HOME, BUT IT FEELS SO ODD SERVING YOU TEA IN YOUR HOME.

IT'S YOUR HOME NOW, ANNA. I LIVE WITH PETER AND MARY JANE IN THAT WONDERFUL LUXURY APARTMENT IN MANHATTAN NOW.

DO YOU REALLY LIKE IT THERE, MAY?

PETER AND MARY JANE SEEM TO BE HAPPY WITH IT.

WHAT ABOUT YOU, ANNA?

OSBORN INDUSTRIES.

A ONCE GREAT CORPORATION NOW STRUGGLING TO KEEP ITS HEAD ABOVE WATER...

... AS NEW MANAGEMENT ATTEMPTS TO CLEAN UP THE MESS LEFT BEHIND BY ITS FOUNDER, NORMAN OSBORN.

OSBORN INDUSTRIES

PRESIDING OVER THE SWEEPING CHANGES TAKING PLACE WITHIN THE CORPORATE INFRASTRUCTURE IS JOHN STONE.

I DON'T CARE... HANDLE IT!

DO YOU HAVE ANY IDEA HOW BUSY I AM?

FINE, Mr. STONE, BUT THE GENTLEMAN WAS RATHER INSISTENT, HE ASKED FOR YOU BY NAME AND YOU DID LEAVE INSTRUCTIONS TO CALL YOU IF ANY SUSPICIOUS PEOPLE SHOWED UP.

TRUST ME... HE'S SUSPICIOUS.

YES, SIR. WE'LL HANDLE IT, SIR.

YOU ARE SECURITY, YOU ARE WELL PAID...

...DO YOUR JOB!

OSBORN

FOR THE LAST TIME, SIR, YOU WILL HAVE TO LEAVE THE PREMISES... NOW!

NO.

I CAN'T!

HIS HAND! IT'S SO HOT!

FRANK! IT'S BURNING ME! SHOOT HIM!

SHOOT HIM NOW!

PTOOM PTOOM PTOOM

WEAK-MINDED IMBECILE!

FINESSE WAS THE WORD OF THE DAY.

UNDUE ATTENTION TO MY PLAN WAS THE LAST THING I DESIRED.

I WANT THAT WHICH NORMAN OSBORN STOLE FROM ME...

...AND NOTHING WILL STAND IN MY WAY!

MEANWHILE, SPIDER-MAN IS TAKING A WELL DESERVED BREATHER WHEN...

ATTENTION, ALL UNITS. A REPORTED DISTURBANCE AT OSBORN INDUSTRIES...

... INVOLVING A SUPER BEING OF UNKNOWN ORIGINS. PROCEED WITH CAUTION.

LOOKS LIKE I'M *ON!*

THIS MICRO POLICE SCANNER IS THE BEST INVESTMENT I EVER MADE!

I WONDER IF IT'S THE WAY THE ORIGINAL SPIDER-MAN DID IT!

HE *COULDN'T* HAVE RELIED STRICTLY ON BEING IN THE RIGHT PLACE AT THE RIGHT TIME.

AT THAT MOMENT, PETER PARKER DEMONSTRATES HIS SCIENTIFIC GENIUS TO THE REST OF THE TEAM AT THE TRICORP RESEARCH FOUNDATION...

IMPRESSIVE, PETER. VERY IMPRESSIVE!

INDEED, YOUNG FELLA! THOUGH I DIDN'T THINK SUCH A COMBINATION WOULD BE STABLE.

TERRY WATCHED AND WAS HERE THE ENTIRE TIME. SHE SAW *EVERYTHING* THAT WENT IN.

CHANTAL, STAN, JAVIER, *CHILL!* THE FORMULA IS AS CLEAN AS A WHISTLE AND --

PARKER!

YEAH, PARKER, YOU SURE YOU DIDN'T ADD SOMETHING ELSE TO ACT AS A STABILIZER?

GOOD JOB, SON! FINISH UP HERE, PREPARE FOR THE FINAL DEMO, GET YOUR PRELIMINARY NOTES ON MY DESK BY DAY'S END, THEN I'LL START WALKING YOU THROUGH THE PATENTING PROCESS.

THANK YOU, DOCTOR TWAKI.

YOU WON'T BE THANKING ME AFTER YOU SEE THE PAPERWORK YOU'RE GOING TO HAVE TO GO THROUGH.

LATER...

WHAT'S UP, JAVIER?

I DON'T KNOW, PARKER... THERE'S SOMETHING ABOUT YOUR CONFIGURATION THAT MAKES THE HAIRS ON THE BACK OF MY NECK STAND UP.

CALL IT A SIXTH SENSE.

IF YOU WANT, JAVIER, I'LL WALK YOU THROUGH THE PROCESS AND YOU'LL SEE --

EXCUSE ME?

YOU'LL WALK *ME* THROUGH THE PROCESS?

WHO DO YOU THINK YOU'RE TALKING TO, PARKER?

JUST BECAUSE YOU'RE THE FLAVOR OF THE MONTH, DON'T THINK I'M YESTERDAY'S NEWS!

I WAS JUST TRYING TO SAVE YOU FROM EMBARRASSING YOURSELF!

BUT... I...

A SHORT TIME LATER...

MIND IF I JOIN YOU, PETER?

I'D LOVE THE COMPANY.

SO, HOW'S IT GOING SO FAR?

YOU FEELING PART OF THE TRICORP FAMILY YET?

OH, YEAH! AND TODAY I FIGURED OUT WHO THE OLDER, IRRITATING BROTHER IS GOING TO BE.

JAVIER.

HE'S AN ACQUIRED TASTE, WITH MORE HISTORY THEN I HAVE TIME TO GO INTO, BUT... HE'S AN EXCELLENT SCIENTIST AND YOU SHOULD TRY TO USE HIM. HE KNOWS HIS STUFF.

NOW, WHAT DO YOU SAY ABOUT HEADING UP TO THE LAB AND GIVING YOUR PROCESS THE FINAL RUN THROUGH?

HALF AN HOUR LATER...

THIS IS TOO GREAT!

I'M ACTUALLY GETTING TO DO THE KIND OF WORK I'VE ALWAYS WANTED TO DO AND...

... SOMEONE ELSE GETS TO WORRY ABOUT THE LIKES OF ELECTRO, VENOM AND THE TRAPSTER!

THIS SHOULD DO IT, DOCTOR TWAK!

ONCE I REMOVE THE FORMULA FROM THE HEAT IT SHOULD --

FWOOM

GET HIM OUT OF THERE!

ARE YOU OKAY, SON?

YES, SIR, BUT... I DON'T KNOW WHAT COULD HAVE GONE WRONG, I --

TAKE IT EASY, FELLA. WE'LL ALL HAVE TIME TO REVIEW THE PROCESS LATER ON.

TOUGH BREAK, PARKER, BUT...

... I DID TELL YOU SOMETHING DIDN'T FEEL RIGHT TO ME.

YOU *DID* -- DIDN'T YOU?

WE'LL WORRY ABOUT WHAT WENT WRONG LATER.
RIGHT NOW I WANT YOU DOWN AT MEDICAL FOR A ONCE-OVER.
IT'S REALLY NOT NECESSARY, DOCTOR T --
THAT WAS *NOT* A REQUEST!
WHOA! WHOA!
WHOA! WHAT'S GOT EVERYONE IN SUCH AN UPROAR?
SPIDER-MAN! CNN'S LIVE AT THE SCENE OF A FIGHT AT OSBORN INDUSTRIES!
SPIDER-MAN? OSBORN?
SOME SORT OF *SUPER-VILLAIN!*
COME *ON!* IT'S ON *TV!* IT'S *SO* COOL!
I WANT THIS TAPED AND ANALYZED!
IF WE COULD LEARN JUST HALF OF HOW SPIDER-MAN DOES WHAT HE DOES...
WELL, YOU ALL KNOW HOW I FEEL!
WE *DO?*
AMAZING! SIMPLY AMAZING!
I WANT A TEAM ON THE SCENE *NOW!* AND, IF SOMEONE CAN GET ME A *DNA* SAMPLE...
... THEY CAN EXPECT A GENEROUS CHRISTMAS BONUS!
LIVE

FWAM

SO... YOU GOING TO INTRODUCE YOURSELF, OR WHAT?

THE STRONG SILENT TYPE, HUH?

WELL, YOU'RE NOT GOING TO SCORE ANY POINTS WITH ME *THAT* WAY!

I HAVE *NO* IDEA HOW TO APPROACH THIS GUY!

I DON'T EVEN KNOW HOW TO GET *CLOSE* TO HIM.

THOSE FLAMES ARE PRETTY SERIOUS BUSINESS! GUESS I COULDN'T EXPECT THEM *ALL* TO BE AS EASY AS THE BANK ROBBER THIS MORNING!

FWOOSH

NOW I WISH I'D GOTTEN MOVING ON THE WHOLE WEBBING THING! WHAT A DUFUS!

HEY! WHERE ARE YOU GOING TO?

RUNNING AWAY SO SOON?

I WISH!

WHY DID HE HAVE TO TAKE IT UNDERGROUND?

I HATE TUNNELS AND THINGS!

WOW! HE JUST MELTED THROUGH HERE AND IT'S COOL ALREADY. THAT DOESN'T SEEM RIGHT!

HELLO!

MR. BAD GUY!

COME OUT! COME OUT! WHEREVER YOU ARE --

GOTCHA!

HEY! WHAT'S WITH THE BANDAGES?

YOU KNOW IF THIS IS ALL A SKIN PROBLEM...

...I'VE GOT THE NAME OF A DERMATOLOGIST ON PARK AVENUE WHO DID WONDERS FOR A PROBLEM I HAD LAST YEAR.

MAYBE YOU WANT HIS NUMBER.

THEN AGAIN...

... MAYBE NOT!

SOMETHING IN THAT SAFE OF MISTER OSBORN'S THAT THIS GUY WANTS.

AND HE SEEMS TO BE HAVING A HECK OF A TIME FINDING IT.

WHAT'S THIS? THE GUY SEEMS TO BE UNRAVELING AT THE SEAMS.

LOOKS LIKE I'M NOT GOING TO NEED ANY WEBBING AFTER ALL!

HEY! COME HERE!

I REALLY DON'T LIKE BEING IGNORED! IT'S KIND OF A PET PEEVE OF MINE!

MY DAD SENT ME TO A NEW AGE SHRINK WHO SAID IT HAD SOMETHING TO DO WITH A TRAUMATIC BIRTH EXPERIENCE, OR SOME OTHER KIND OF GARBAGE.

BUT I'VE GONE THROUGH A LOT OF TROUBLE TO TRY AND DO RIGHT BY THIS WHOLE SUPER HERO THING, SO...

... THE *LEAST* YOU CAN DO IS...

...PAY ATTENTION TO ME!

YOU CAN START BY TELLING ME WHO I'M GOING UP AGAINST!

I... AM... SHADRAC!

I DON'T WANT *THIS!* BUT YOU LEAVE ME NO CHOICE! *HE* GIVES ME *NO* CHOICE!

THE PAIN! IT'S *UNBEARABLE!* I AM DYING! FEEL THE PAIN!

FLAMES... NOT BURNING THE COSTUME... BUT...THE PAIN... IT...IT...IT...

ARRRRR!

NOOO!

OH, NO!

THIS IS WHAT I WAS AFRAID OF!

THIS GUY HAS NO EXPERIENCE. JUST A NOVICE.

YEARS AGO, WHEN I FIRST GOT THESE POWERS, I HAD THE CHANCE TO ACT AND I DIDN'T. AND BECAUSE I DIDN'T, UNCLE BEN WAS KILLED.

I COULDN'T LIVE WITH MYSELF IF I LET SOMETHING LIKE THAT HAPPEN AGAIN.

I'VE GOT TO DO SOME-THING.

EVERYONE IS TOO BUSY LOOKING AT SPIDER-MAN TO NOTICE ME.

IF I KEEP MY FACE COVERED, AND MOVE FAST ENOUGH...

GOTCHA!

THIS GUY'S AS LIGHT AS A FEATHER!

I'LL GET HIM UP TO THE ROOF, AWAY FROM TROUBLE, AND SEE IF HE'S HURT SERIOUSLY.

BETTER TAKE OFF THE MASK AND...

OMIGOSH! IT'S A *GIRL!* JUST A KID! WHAT WAS SHE --

HUH? WHAT HAPPENED? IT HURTS SO MUCH. I --

SHE'S COMING TO!

CAN'T LET HER SEE MY FACE! GOT TO --

WHOA! IT'S ***YOU!*** I WASN'T DREAMING! IT'S REALLY *YOU!* *UGPH!*

SIT STILL! YOU'RE HURT!

NO KIDDING! BUT I'VE GOT SO MANY QUESTIONS!

NOT NOW.

HOW DID YOU DO IT ALL? WHO WAS THE TOUGHEST VILLAIN YOU EVER FACED? THIS IS SO ***COOL...*** *UGH!*

I THINK I'LL LAY DOWN FOR A LITTLE WHILE.

YOU KNOW... SOMEONE'S GOT TO GO STOP THAT SHADRAC GUY AND...

...I'M THINKING IT'S GOING TO HAVE TO BE YOU.

I MEAN YOU'RE LIKE... THE BEST THERE EVER WAS! I DON'T CARE WHAT THAT CREEP JAMESON SAYS.

I'VE BEEN READIN' ALL ABOUT YOU EVER SINCE I WAS A KID AND...

... YOU'VE JUST *GOT* TO COME BACK!

OH, NO...

MJ WATSON SAYS: LIPS THAT TOUCH CIGARETTES WILL NEVER TOUCH MINE!

DON'T DO IT, TIGER!

WHY ME?

WHAT'S UP? SOMETHING WRONG, SPIDEY?

DON'T DO IT, TIGER!

THIS IS *SO* UNFAIR?

YOU DON'T HAVE YOUR SUIT, IS THAT IT?

I HAD THIS ONE SPECIALLY MADE. IT'S *REAL* STRETCHY, SO IT SHOULD FIT YOU.

I... I...

YOU'VE GOT TO DO IT, RIGHT?

I MEAN THAT GUY COULD *KILL* SOMEONE! HE ALMOST KILLED ME! AND I'VE GOT THESE SPECIAL POWERS THAT LET ME DO STUFF YOU USED TO. C'MON, WHERE'S YOUR SENSE OF RESPONSIBILITY?

I...

WHAT?

YOU'RE RIGHT.

I'LL CLOSE MY EYES.

HOW DID YOU --?

WELL, HE HAD THIS THING CALLED THE GATHERING OF FIVE AND... WELL, ***HE*** THOUGHT HE GOT ULTIMATE POWER, BUT HE WENT LIKE ***NUTS!***

I WOUND UP GETTING THE POWER. AND, WHEN YOU DID THE DISAPPEARING ACT, I THOUGHT...

I MEAN I'VE GOT TO BE LIKE YOUR ***BIGGEST*** FAN!

I FIGURED THE WORLD COULD ***ALWAYS*** USE A SPIDER-MAN AND, WELL, I JUST WENT FOR IT!

GET THE POWERS?

WELL... YOU EVER HEARD OF A GUY CALLED NORMAN OSBORN?

I'VE HEARD OF HIM.

WHOA! LOOK AT YOU! I NEVER THOUGHT I'D SEE YOU UP ***THIS*** CLOSE! I'M GETTING CHILLS!

YOU KNOW IF YOU'RE EVER IN THE MOOD FOR A KID SIDEKICK OR ANYTHING...

STOP TALKING!

YEAH, I KNOW... I TALK TOO MUCH, RIGHT?

WE'LL ***TALK*** LATER! FOR NOW BE QUIET AND ***REST***. I'LL SEND PARAMEDICS FOR YOU.

GO FOR IT, SPIDER-MAN!

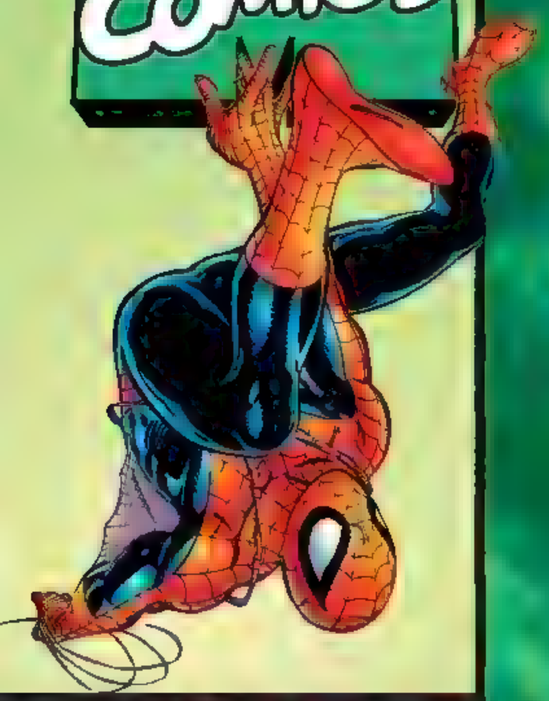
ON SALE NOW! **THOR #8** GUEST-STARRING SPIDER-MAN... WHICH LEADS DIRECTLY INTO:

NEXT WEEK! **PETER PARKER #2** SPIDER-MAN CONTINUES HIS ADVENTURE WITH THE GOD OF THUNDER!

NEXT MONTH! IN **AMAZING #2** IT'S GOING TO TAKE SPIDEY AND ICEMAN TO STOP SHADRAC!

MISS 'EM, AND BE LEFT OUT IN THE COLD, TRUE-BELIEVER!

MARVEL COMICS



MAR #3

APPROVED BY THE COMICS CODE AUTHORITY

THE AMAZING SPIDER-MAN

THE SEARING SECRET OF SHADRAC REVEALED!

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MACKIE

BYRNE

HANNA

STAN LEE PRESENTS: OFF TO A FLYING START!

HOWARD MACKIE
JOHN BYRNE
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JUST ANOTHER DAY IN NEW YORK CITY...

THE PARAMEDICS ARE ON THEIR WAY TO TAKE CARE OF MADDIE, THE GIRL WHO WOULD BE SPIDER-MAN...

...I'M GOING TO HAVE TO GET HER TO TELL ME THE WHOLE STORY ABOUT HER POWERS, WHY SHE PICKED UP THE SPIDER-MAN GUISE AND ALL.

SOMETIMES IT'S NICE TO HAVE FANS.

BUT RIGHT NOW I'VE GOT OTHER THINGS ON MY MIND.

LIKE FINDING THAT FLAMING *SHADRAC* GUY.

LOOK!

UP IN THE SKY!

IT'S A B --

OKAY, PEOPLE! NONE OF *THAT!*

NOW BREAK IT UP BEFORE I RUN YOU ALL IN FOR CREATING A DISTURBANCE!

N.Y.P.D

And mere minutes after the conclusion of last month's cliff-hanger issue -- Left-hanging - Ralf

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AND TRYING TO FIGURE OUT --

-- HOW I'M GOING TO EXPLAIN THIS TO MY WIFE!

I *KNOW* MARY JANE IS GOING TO BE PEEVED *IF* SHE FINDS OUT THAT I'VE PUT ON THE WEBS ONCE MORE, BUT, THEN AGAIN...

...MAYBE SHE DOESN'T HAVE TO KNOW.

I MEAN WHAT SHE DOESN'T KNOW WON'T HURT HER... OR ME!

SHE STILL THINKS THAT THERE'S SOMEONE ELSE IN THE COSTUME.

WHICH MEANS SHE DOESN'T HAVE TO WORRY AND I CAN STILL DO WHAT I'VE BEEN FATED TO DO!

LEAPING FROM ROOFTOP TO ROOFTOP IN PURSUIT OF WHATEVER SUPER-VILLAIN THREATENS THIS FAIR CITY!

I'VE GOT THE *POWER!*

NOW IT'S UP TO ME TO ACT RESPONSIBLY... AND HAVE SOME FUN IN THE PROCESS!

SWINGING ACROSS THE SKYLINE ON A WEBLINE --

-- WEBLINE?

I FORGOT -- I'M *STILL* WEARING THE COSTUME SHE DESIGNED FOR HERSELF -- *NO WEB-SHOOTERS!*

THAT MADDIE GIRL DIDN'T SEEM TO BOTHER EVEN *TRYING* TO IMITATE MY WEBBING.

GOT TOO MUCH MOMENTUM TO BE ABLE TO GET A GOOD HOLD OF THE WALL.

WHAT? COULD SHE *FLY* OR SOMETHING?

RIGHT NOW I WISH *I* COULD!

OOLPH!

SPIDER-MAN?

YOU ... FELL!

ER, YEAH... I *MEANT* TO DO THAT!

IT WAS ALL PART OF A VERY COMPLEX PLAN, BUT... AHHH...

...I HAVE NO TIME TO EXPLAIN! THE BAD GUY AWAITS!

I'VE GOT TO GET HOLD OF SOME WEB-SHOOTERS.

AND I THINK I KNOW WHERE THERE'S A PAIR.

THEN I'M GOING TO HAVE TO *SOMEHOW* FIND THIS SHADRAC CHARACTER WHO WAS BURNING UP HALF THE CITY!

SPEAKING OF WHICH...

NOOO!

THE *PAIN!* MAKE IT... *STOP!*

PLEASE!

WHY ARE YOU DOING THIS TO ME? HOW?

THE *WHY* IS SIMPLE, MY DEAR *SHADRAC*...

...BECAUSE I *OWN* YOU!

THE *HOW*... THAT IS ANOTHER STORY, SHADRAC.

MY NAME... IS NOT... SHADRAC. I AM...

Dr. GREGORY HERD? I THINK NOT.

"YOU GAVE UP ANY RIGHT TO YOUR CIVILIAN IDENTITY THE DAY THAT, AS THE SUPER-POWERED ***OVERRIDE***, YOU THREW YOUR LOT IN WITH THE LIKES OF THAT MURDEROUS THIEF, ***NORMAN OSBORN***.

"YOUR MISGUIDED ATTEMPT TO JOIN THE GATHERING OF FIVE CEREMONY IN ORDER TO GAIN SOME MAGICAL GIFT TO HELP YOUR CRITICALLY INJURED SPOUSE WAS FOOLISH AT BEST.

"I DO GIVE YOU CREDIT FOR PIECING TOGETHER THE PUZZLE OF THE GATHERING OF FIVE.

"WHY BRING THE PIECES OF POWER TOGETHER? WHY RISK THE CHANCES OF DEATH, INSANITY OR ANY OF THE OTHER TRICKS SUCH DABBLING IN THE METAPHYSICAL HAS TO OFFER?

"NOT WHEN THE SPINDLE, THE CENTERPIECE, ***MY*** PIECE, STOLEN BY AGENTS OF OSBORN, COULD GRANT A SAMPLING OF ALL GIFTS.

"YOU TOOK YOUR CHANCE AND YOU PAID YOUR PRICE.

"YOU RECEIVED ***DEATH***.

"YOU APPEAR TO HAVE FIGURED OUT WHO RECEIVED EACH OF THE GIFTS AND THEN...

"...SOUGHT OUT THE OLD MAN, THE PAWNBROKER, ***MORRIS MAXWELL***, WHO APPEARED TO HAVE BEEN DRIVEN INSANE. HE WAS, IN FACT, THE RECIPIENT OF THE GIFT OF ***KNOWLEDGE***.

"WHAT WAS YOUR HOPE, SHADRAC? THAT THE OLD MAN WOULD BE ABLE TO HELP YOU, OR YOUR DYING WIFE?

"YOUR WIFE IS NONE THE BETTER FOR YOUR RISK, AND YOU...

"... YOU ARE ***SHADRAC***, MY OWN PERSONAL ANGEL OF ***DEATH***.

"THE FLAMES SEAR YOU FROM THE INSIDE OUT. YOUR DEATH WILL BE A LONG, PAINFUL ONE.

"DID YOU ASK HIM THE RIGHT QUESTION?

"THAT'S THE TRICK, DON'T YOU KNOW? YOU SIMPLY ***MUST*** ASK THE RIGHT QUESTION.

"DID HE GIVE YOU A CURE FOR YOUR LADY LOVE? OR DID YOU SIMPLY ASK HOW TO HELP YOURSELF?

"EITHER WAY, I DO KNOW THAT YOU FOUND YOURSELF SEEKING OUT THE LONG ISLAND HOME OF ONE ***ROBERT DRAKE.***

"I HAVE TO SAY SUCH A JAUNT DID HAVE ME PUZZLED.

"YES, I WAS ABLE TO TRACK YOU, MY GOOD MAN, FROM THE MOMENT YOUR POWERS MANIFESTED THEMSELVES.

"I WAS LINKED WITH THE SPINDLE FOR ***SO*** LONG THAT I HAVE DEVELOPED QUITE A BOND WITH IT.

"I WOULD HAVE COME FOR YOU SOONER, BUT WHEN THE PIECES WERE PUT TOGETHER THE POWER SURGE WAS ENOUGH TO HAVE SENT ME TO THE HOSPITAL FOR SOME TIME.

"BUT I DIGRESS.

"ROBERT DRAKE, SECRETLY ***ICEMAN,*** WAS ALLEGEDLY PART OF THE OUTLAW MUTANT BAND KNOWN AS THE X-MEN.

"I HAD A BIT OF A BRAWL WITH THOSE CHAPS A WHILE BACK AND...

"...SEIZING CONTROL OF YOUR MIND... DID I NEGLECT TO MENTION THAT IS ANOTHER SIDE BENEFIT OF MY BOND TO THE SPINDLE? WELL, IT IS.

"SO IT WAS ***ME*** WHO HAD YOU ATTACK ICEMAN WITHOUT PROVOCATION.

"AND NOW YOU ARE MINE.

"AND YOU ***WILL*** HELP ME REGAIN THE SPINDLE."

WHY?

BECAUSE I COULD. NO MORE QUESTIONS.

I STILL AM NOT PLEASED WITH YOUR FAILURE TO OBTAIN THE SPINDLE FROM OSBORN'S HEADQUARTERS.

SPIDER-MAN SHOULD HAVE PROVED NO OBSTACLE FOR ONE OF YOUR POWER.

IF I FIND THAT YOU ARE FIGHTING ME, IF YOU BETRAY ME... YOU AND YOUR BELOVED WIFE WILL WISH THAT DEATH HAD BEEN A FAR KINDER EXPERIENCE.

MEANWHILE, IN THE LOCKER ROOM OF THE TRICORP RESEARCH FOUNDATION...

I'VE GOTTEN RUSTY. I HAVE NO IDEA HOW I'M GOING TO PICK UP SHADRAC'S TRAIL.

I'VE LOST TIME HAVING TO GO HOME AND GET CIVILIAN CLOTHING...

...SO THAT I COULD COME HERE AND COLLECT THE BOX OF OLD MEMENTOS I STASHED.

I'VE GOT THE FIRST PAIR OF WEB-SHOOTERS I EVER CREATED IN HERE.

WANT TO TALK ABOUT *RUSTY*... BUT THEY'LL HAVE TO DO FOR NOW.

PARKER!

Dr. TWAKI IS LOOKING FOR YOU.

THANKS, *JAVIER*, BUT IF YOU COULD TELL HIM I'M NOT ACTUALLY IN FOR THE DAY... I'VE GOT PERSONAL --

LOOK, PARKER, I DON'T CARE. TWAKI HEARD YOU'D SIGNED IN AND WANTED TO TALK TO YOU.

I DON'T APPRECIATE BEING USED AS AN ERRAND BOY, BUT I DO AS I'M TOLD.

YOU GOT A PROBLEM... TALK TO TWAKI.

FINE. THANKS FOR YOUR HELP.

I'M NOT *DONE* TALKING TO YOU!

EASY! DON'T WANT TO OVERREACT AND ACCIDENTALLY HURT THE JERK BY USING MY SPIDER-POWERS.

I DON'T *LIKE YOU, PARKER.* I THINK YOUR ALLEGED GENIUS IS HIGHLY OVERRATED AND... AND... AND...

...JUST *STAY OUT OF MY WAY!*

ARE YOU DONE?

NOT BY A LONG SHOT.

WHUMP

WHOA!

SORRY, YOU WERE IN MY WAY, TERRY.

APOLOGY ACCEPTED... I THINK!

HOW GOES THE LATEST RUN-IN WITH MISTER PERSONALITY, PETER?

DO YOU REALLY HAVE TO ASK?

DON'T WORRY ABOUT HIM.

HIS BARK REALLY IS WORSE THAN HIS BITE. HE JUST CAN'T STAND COMPETITION IS ALL.

ESPECIALLY NOT FROM SOMEONE *YOUNGER* THAN HIM.

YOU BOY GENIUSES ARE THE REAL PETER PANS.

YOU KNOW Dr. TWAKI IS LOOKING FOR YOU.

YEAH, I HEARD, TERRY, BUT I'VE GOT TO --

PARKER! JUST THE MAN I'VE BEEN LOOKING FOR!

OH BOY!

SEE YOU LATER, PETER! YOU BOYS HAVE FUN!
Er, YEAH... SURE.
YOU ARE GOING TO LOVE THIS ONE, LAD.
I ABSOLUTELY INSISTED THAT THE CELL DEVELOPING THE PROJECT NOT PROCEED WITHOUT YOU TO OBSERVE.
THIS IS THE KIND OF PROJECT WHICH IS RIGHT UP YOUR ALLEY.
SIR? WHAT PROJECT?
THE ROMA 14-X. YOU RECEIVED THE BRIEFING DOCUMENTS, DIDN'T YOU?
Er, YEAH, BUT... YOU SEE... I HAVEN'T REALLY HAD TIME TO --
NEVER MIND. WE'LL BRING YOU UP TO SPEED AS WE GO ALONG.

THEY ARE AT A CRUCIAL STAGE AND I REALLY DID THINK THEY COULD BENEFIT FROM YOUR THOUGHTS.

I CAN'T BE HERE! I'VE GOT TO FIND THE BAD GUY, BUT... *HOW* DO I GET OUT OF THIS WITHOUT ALIENATING HIM?

HE HAS SUCH *FAITH* IN ME. AND I JUST STARTED HERE.

DON'T JUST STAND THERE, BOY! GRAB A CONTAINMENT SUIT AND STOW THE PACKAGE.

WE'VE GOT SEVERAL MORE STAGES OF BIO-CONTAINMENT TO PASS THROUGH BEFORE WE CAN EVEN ENTER THE LAB.

I'M SORRY, SIR, BUT I... I ... CAN'T.

CAN'T? CAN'T WHAT?

CAN'T GET INVOLVED WITH *THIS* TODAY. I'VE GOT PERSONAL BUSINESS TO ATTEND TO AND...

BUT... WHY

HOW COULD YOU POSSIBLY PASS ON AN OPPORTUNITY LIKE THIS?

A ONCE IN A LIFETIME CHANCE TO --

I'M SORRY, SIR. I JUST CAN'T.

I TOLD YOU, SIR. PARKER JUST DOESN'T HAVE THE COMMITMENT NECESSARY TO PERFORM AT TRICORP.

YOU DID... DIDN'T YOU.

Hmmmm.

A SHORT TIME LATER...

I'M DYING, DOLMAN. EVERY SECOND THAT PASSES I FEEL ANOTHER PART OF ME DIE. IF YOU WOULD JUST LET ME GO... I COULD GET HELP... ICEMAN. IT'S NOT TOO LATE FOR HIM TO --

THERE IS NO HELP FOR YOU! DON'T YOU GET IT?

YOU TOOK YOUR CHANCES AND YOU LOST. YOU ARE DYING! YOU GOT DEATH. IT WAS ONCE ONE OF THE FIVE CHOICES.

TOUGH BREAK, Heh? NOW TAKE ME TO THE OLD MAN.

COME ON NOW, MATE, DEATH ISN'T SO BAD. SURE IT HURTS, BUT LOOK AT THE POWER YOU'VE GOT.

IT'S WHY I WAS ABLE TO TRACK YOU DOWN AND NOT ANY OF THE OTHERS. YOUR POWER IS SO OVER THE TOP. I WAS ABLE TO FOLLOW IT WITHOUT TRYING.

IRONIC, ISN'T IT? DEATH BEING THE MOST POWERFUL OF ALL THE GIFTS FROM THE GATHERING?

AH, HERE WE ARE!

CLOSED IS IT?

I DON'T THINK SO.

BREAK IT DOWN.

NO.

EXCUSE ME?

I... SAID...

WHAT THE --?

NO!

JACK! WAIT UP WHILE I CALL FOR SOME BACK-UP!

OH, C'MON, MIKE! IT'S PROBABLY JUST A --

POLICE

JUST A -- JUST A --

CALL FOR BACK-UP *NOW!*

POLICE

I'M NOT GOING TO LET YOU DO THIS, DOLMAN!

OH NO? YOU ARE GOING TO *FIGHT ME?* YOU *REALLY* THINK THAT *YOUR* PATHETIC LITTLE MIND IS STRONG ENOUGH TO RESIST --

FREEZE! THE BOTH OF YA!

YOU HAVE NO IDEA HOW MUCH HE'D *LIKE* TO OBLIGE YOU, CONSTABLE.

BUT, UNFORTUNATELY, AS YOU WILL SOON LEARN...

WOOOO

POLICE

... HE SIMPLY CAN'T.

AT THAT MOMENT...

WHAT'S THIS?

SEEMS LIKE EVERY COP CAR IN THE AREA IS HEADING IN THE SAME DIRECTION.

MIGHT AS WELL HITCH A RIDE AND SEE IF IT GETS ME WHERE I WANT TO GO.

ESPECIALLY SINCE THESE OLD WEB-SHOOTERS OF MINE HAVE A LIMITED CAPACITY AND I'D JUST AS SOON SAVE IT FOR A FIGHT!

WHERE'S THE FIRE, WEB-HEAD?

ICEMAN!

YOU HAVE *NO* IDEA HOW APPROPRIATE A QUESTION THAT IS!

THEN I ASSUME WE'RE AFTER THE SAME GUY?

BIG GUY, REAL STRONG, ALL FIRE AND GOES BY THE NAME OF *SHADRAC*?

DIDN'T GET THE NAME, BUT THAT'S THE GUY.

GLAD TO HAVE YOU ALONG ON THIS ONE, SNOW ***SHORTS!*** YOUR ICY ABILITIES ARE ***JUST*** WHAT THE DOC ORDERED!

MEANWHILE...

GET... BACK! I... CAN'T... FIGHT. THE PAIN... MUCH LONGER!

PTOOM PTOOM PTOOM

JACK, GET BACK TO THE CAR! I'LL TAKE CARE OF THIS ONE!

BULLETS... WON'T... END... MY... PAIN!

IT'S DOLMAN. HE'S IN MY MIND. IT'S *HIM*. YOU SHOULD BE SHOOTING AT!

POLICE

I *CAN'T* FIGHT HIM ANY MORE. HE WANTS YOU ALL DISTRACTED, SO THAT HE CAN GET TO THE OLD MAN -- TO *MAXWELL!* WHY DON'T YOU *LISTEN* TO ME?

WHY?!

SEE! I DIDN'T WANT TO DO THIS!

I'M HIS PUPPET! I HAVE NO CHOICE BUT TO DO HIS BIDDING. I'M SORRY.

HEY! HOT PANTS!

I NEED YOU TO *CHILL* OUT!

"CHILL OUT"?

I'M SORRY. IT WAS THE *BEST* I HAD ON A MOMENT'S NOTICE!

EVEN THE TORCH WOULD'A TOPPED THAT ONE, PAL!

THWAPP

SOUNDS LIKE A PLAN TO ME!

THIS IS WHAT I *LOVE* ABOUT THE WINTER!

WE'RE GOING TO HAVE TO WORK FAST! THE WEBBING IS ***FLAME RESISTANT,*** BUT NOT EXACTLY ***FLAMEPROOF.***

I GET TO CONTROL ALL THIS LOVELY ICE AND SNOW LAYING AROUND AND USE IT TO MY LI'L HEART'S DESIRE!

YOU THINK THAT'LL HOLD HIM?

THIS SHOULD WRAP HIM UP ALL SNUG AND TIGHT.

OH, YEAH! UNLESS HE --

KRAKOOM

WHO IS THIS GUY?

I HAVE NO IDEA!

BUT HE'S OUT OF CONTROL AND SOME INNOCENT PERSON IS GOING TO GET HURT IF WE DON'T STOP HIM.

UNLESS HE TRIES REAL HARD AND TURNS THE ICE INTO A GIGANTIC WAVE OF SUPER-HEATED STEAM?

YEAH.

WHY DIDN'T I THINK OF THAT?

A LITTLE ICE, MAN?

ON IT.

BUT I DON'T KNOW IF THIS IS SUCH A GOOD IDEA.

AS MUCH AS I HATE TO ADMIT IT... ...SOMEONE'S GOING TO HAVE TO GO TOE-TO-TOE WITH THIS NUT!

AND I'M ASSUMING THAT FROM THE *WEB BOXING GLOVES* YOU'RE MAKING -- YOU'RE VOLUNTEERING.

WOULDN'T BE THE *FIRST* TIME.

BUT IT *HAS* BEEN A WHILE SINCE I'VE BEEN ABLE TO ACT SO FOOLISHLY!

BOY, I HOPE MARY JANE DOESN'T SEE THIS ON TV, OR SOMETHING.

SHE'D *KNOW* IT WAS ME IF SHE DID.

I CAN'T BELIEVE I'M GOING TO LIE TO HER.

BUT IS IT *REALLY* A LIE IF SHE DOESN'T ASK?

CAN'T THINK OF THAT NOW.

GOT TO STAY FOCUSED ON SHADRAC AND --

OW!

YOU OKAY, SPIDEY?

NEVER BETTER...
OW!
JUST LIKE...
OW!
HITTING MOLTEN...
OW!
STEEL...
OW!
ONLY...
OW!
HARDER...
OW!
OW!
OW!
OW!
YES! ICE... PLEASE!
A LITTLE MORE *ICE*, PLEASE!
WHAT AN OBLIGING VILLAIN YOU ARE.

IF IT'S ICE HE WANTS!
ICE HE'S GOING TO GET!
THANK... YOU... BUT... IT'S NOT... ENOUGH! I'M STILL DYING. THE FLAMES ARE CONSUMING ME.
IT'S HELPING THE PAIN. HELPING ME FIGHT DOLMAN'S MIND CONTROL.
DOLMAN MUST BE STOPPED FROM GETTING THE SPINDLE.
THE OLD MAN TOLD ME IT WOULD SEND HIS POWER OUT OF CONTROL. MORE EVEN THAN HE ALREADY HAS. IT WAS ACTIVATED BY THE GATHERING OF FIVE CEREMONY.
HE'S GOT TO BE STOPPED.
WHAT IS HE TALKING ABOUT?
I CAME LOOKING FOR YOU, ICEMAN. I NEED YOUR HELP TO LIVE.
HELP? HOW?
SORRY.
THAT WAS MY QUESTION.

YOU'VE GOT TO FREEZE MY BLOOD... WHAT BLOOD I STILL HAVE... FREEZE IT... LOWER ITS TEMPERATURE AS MUCH AS YOU CAN. TO ABSOLUTE ZERO IF YOU HAVE IT IN YOU.

OR I WILL DIE.

IT'S A RISK I'M WILLING TO TAKE.

IT MIGHT KILL YOU ANYWAY.

DOLMAN'S GOT TO BE STOPPED AND YOU TWO AREN'T ENOUGH TO DO IT.

YOU ASKED FOR IT!

TO BE CONTINUED IN THE PAGES OF
PETER PARKER: SPIDER-MAN #3
DON'T MISS IT!

MARVEL COMICS

MAR
#3

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER™ SPIDER-MAN®

MACKIE
ROMITA Jr
HANNA

FROM THE PAGES OF X-MEN®...

ICEMAN!™

WITH THE WEBSPINNER IN A BATTLE BENEATH THE EARTH!

LW'98

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A SNOWY JANUARY DAY IN MIDTOWN MANHATTAN...

JUST TALK RIGHT INTO THE RECORDER, Mr. SNAGEL.

THIS IS GOIN' TO BE IN TOMORROW'S PAPER, Ms. BRANT? 'CAUSE I WAS HERE? 'CAUSE I WAS WHAT YOU'D CALL AN EYEWITNESS? IT'S SNAGEL... WITH AN "S."

I GOT THAT, SIR. NOW ABOUT SPIDER-MAN, ICEMAN AND --

THEY CALLED HIM *SHADRAC!* THE GUY WAS ON *FIRE!* BURNING OUT OF CONTROL!

I SAW THE WHOLE THING.

"SPIDER-MAN HAD THE GUY WEBBED UP AND WAS HOLDIN' HIM DOWN.

"ICEMAN LOOKED LIKE HE HAD HIS HANDS STUCK *INSIDE* THE GUY. IT LOOKED KINDA PAINFUL.

"BUT I COULD HEAR EVERYTHING THEY SAID."

YOU SURE THIS IS GOING TO WORK, FROST FACE? I MEAN FREEZING THE GUYS' BLOOD..?

NO... I'M NOT SURE, BUT IT'S WHAT *HE* WANTED ME TO TRY AND I HAVE NO BETTER IDEAS ON HOW TO CONTROL HIS FLAMES.

YOU DO REALIZE THERE'S NOTHING NATURAL ABOUT THEM?

NO KIDDING!

THIS SHADRAC... COULD YOU DESCRIBE HIM, Mr. SNAGEL?

YOU CAN CALL ME BYRON. ALL MY *FRIENDS* DO. YOU KNOW MAYBE WE COULD GRAB A SODA OR SOMETHIN' AND TALK ABOUT THIS IN --

SHADRAC, Mr. SNAGEL.

YOU DON'T KNOW WHAT HE LOOKS LIKE?

"WELL... I'VE GOT TO TELL YOU... THE GUY... HE WAS... I DON'T KNOW HOW ELSE TO SAY IT...

...LIKE NOTHING I'VE EVER SEEN BEFORE.

"HE WAS...

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STAN LEE PRESENTS:

EYEWITNESS

"A ...FLAMING SKELETON!

"AND THAT'S WHEN THINGS GOT KINDA SCARY!

"ALL OF US THAT WAS WATCHIN' KNEW SOMETHIN' BIG WAS ABOUT TO HAPPEN.

"SOMETHIN' BAD.

"YOU COULD FEEL IT IN THE AIR.

"IT'S GOTTA BE TEN BELOW AND I WAS SWEATIN' BULLETS!"

"WE ALL STARTED TO RUN WHEN --"

FWOOSH

WELL, THAT WENT EXACTLY AS EXPECTED... DON'T YOU THINK?

SURE, ICEMAN, YOU HAD IT UNDER CONTROL EVERY STEP OF THE WAY, RIGHT?

THANK YOU.

HOWARD MACKIE
JOHN ROMITA JR
SCOTT HANNA
STORY AND ART

GREGORY WRIGHT
COLORS

RICHARD STARKINGS & COMICRAFT'S LIZ AGRAPHIOTIS
LETTERS

RALPH MACCHIO
EDITOR

BOB HARRAS
EDITOR IN CHIEF

THANK YOU *BOTH.* I AM FEELING MORE MYSELF...

...APPEARANCES TO THE CONTRARY.

THE PAIN OF THE *LIVING DEATH,* WHICH WAS THE SO-CALLED *GIFT* I RECEIVED...

...WHEN I WAS FOOLISH ENOUGH TO THROW MY LOT IN WITH NORMAN OSBORN AND HIS GATHERING OF FIVE CEREMONY, HAS SOMEWHAT SUBSIDED.

BUT I HAVE NO TIME TO REHASH ALL OF THIS WITH YOU TWO RIGHT NOW!

For full details see Amazing Spider-Man#3 -- Full-of-it Ralf

DOLMAN BROUGHT ME HERE TO SEEK OUT THE PAWNBROKER!

WE'VE LOST TOO MUCH TIME ALREADY! HE *CAN'T* BE ALLOWED TO GET TO THE OLD MAN!

DOLMAN? PAWNBROKER? NORMAN OSBORN? GATHERING OF FIVE?

ANY OF THIS MEAN *ANYTHING* TO YOU, WEBS?

NO.

BUT IF OSBORN IS CONNECTED TO IT...

...I'M SURE IT WILL!

AND THAT'S THE LAST I SAW OF THEM.

THEY DISAPPEARED INTO THE PAWNSHOP AND THEN THE COPS STARTED SHOWIN UP!

YOU SURE I CAN'T CONVINCE YOU TO GO FOR A SODA?

URICH, Huh?

I'VE READ SOME OF YOUR COLUMNS AND I CAN'T SAY I'M TOO IMPRESSED.

I'M SORRY TO HEAR THAT, Ms. STIPPLE.

MAYBE I CAN GET THE SUBSCRIPTION DEPARTMENT TO REFUND SOME OF YOUR MONEY.

NOW YOU SAY YOU WERE *INSIDE* THE PAWNSHOP WHEN --

YEAH, YEAH, YEAH! I WAS THERE. I TOLD YOU ALREADY. CAN'T YOU SEE MY HAIR? I SPEND ALL MORNING WORKING ON IT AND *LOOK!*

SOMEBODY IS GOING TO PAY FOR THIS I'LL TELL YOU *THAT,* MUCH!

AND..?

"I WAS DOING SOME SHOPPING AT THE PLACE.

"HE CARRIES A FAIR AMOUNT OF FINE JEWELRY...

"THOUGH, BETWEEN YOU AND ME, I THINK SOME OF IT IS *HOT!* IF YOU KNOW WHAT I MEAN?

"ANYWAY... I'VE GOT MY EYE ON A FINE-LOOKING COCKTAIL RING. SOMETHING THAT'LL REALLY PLAY OFF THE HIGHLIGHTS I PLAN ON PUTTING IN MY HAIR. WHEN --

"I THOUGHT IT HADDA BE ONE OF THOSE TERRORIST WACKOS THAT YOU'RE ALWAYS READIN' ABOUT IN THAT RAG OF YOURS.

BK

BK

"I WAS DOWN FOR THE COUNT BEFORE I KNEW IT.

"AND WHEN I CAME TO... THE STORE WAS EMPTY, THE OLD MAN WAS GONE AND *THAT'S* WHEN THINGS GOT REALLY WEIRD

STAY DOWN, M'AM. HELP IS ON ITS WAY.

"SPIDER-MAN! TALKING TO ME LIKE I WAS JUST *ANYBODY!* THE *NERVE!*

"THAT'S THE ONE THING IN YOUR SCANDAL SHEET I *DO* BUY. THE STUFF THAT JAMESON'S BEEN SAYING ABOUT THE WEBHEADED VIGILANTE IS AS GOOD AS GOLD.

"BUT THE OTHER TWO..?

"AN ICEMAN! ONE OF THOSE MUTANTS I THINK.

"AND A GUY COVERED WITH RAGS.

"BY THE TIME THEY HEADED DOWN THE TRAP DOOR --"

"TRAP DOOR, Ms. STIPPLE?"

"YEAH! I TOLD YOU ABOUT THE TRAP DOOR!

"WELL, THAT'S WHEN I FAINTED!

"I CAME TO AFTER THE COPS DRAGGED ME OUTTA THERE."

WHILE BEN URICH FINISHES UP WITH DORIS STIPPLE, A FAMILIAR, AND STUNNINGLY BEAUTIFUL, FACE ARRIVES ON THE SCENE.

OMIGOD... IS THAT...

YES!

IT'S *HER!*

THIS IS MY CHANCE!

Ms. WATSON! MARY JANE WATSON! MJ!

JUDY LUMLEY, SOCIETY AND FASHION REPORTER FOR THE DAILY BUGLE. WE HAVEN'T MET, BUT I WAS WONDERING IF I COULD GET YOUR OPINION ON WHAT'S GOING ON HERE?

ACTUALLY, JUDY, I HAVE NO IDEA WHAT'S GOING ON HERE.

I WAS ON MY WAY TO THE AIRPORT WHEN MY CAR GOT STUCK IN ALL THIS TRAFFIC, SO I GOT OUT TO SEE WHAT WAS HAPPENING.

SO WHAT'S UP? AND HOW DOES IT CONCERN SOCIETY AND FASHION?

IT DOESN'T, BUT IT INVOLVES SPIDER-MAN AND...

WELL, YOU KNOW HOW J. JONAH JAMESON IS! HE'S GOT *EVERYONE* AT THE BUGLE WORKING THE CROWDS. SO, WHEN I SAW YOU, I FIGURED I'D KILL TWO BIRDS WITH ONE STONE!

IF YOU CAN GIVE ME *ANYTHING* OF YOUR THOUGHTS OR OPINIONS ON SPIDER-MAN, I'D APPRECIATE IT.

SURE, JUDY. WHAT DO YOU WANT TO KNOW?

YOU ARE ONE OF THE TOP SUPER-MODELS IN THE WORLD, MARY JANE. WHAT KIND OF MAN DO YOU THINK SPIDER-MAN IS?

YOU KNOW, JUDY, IF YOU HAD ASKED ME THAT SAME QUESTION JUST A FEW MONTHS BACK, I WOULD HAVE PROBABLY GIVEN YOU A MUCH DIFFERENT ANSWER.

I DON'T KNOW ***WHO*** SPIDER-MAN IS, BUT I THANK GOD HE'S NOT MY HUSBAND!

BUT... I DO THINK SPIDER-MAN HAS ALWAYS BEEN MISUNDERSTOOD. HE GOES AROUND, TRYING TO DO GOOD, AND ALL HE GETS IS GRIEF.

HE'S ONE OF THE FEW HEROES I CAN THINK OF WHO IS TREATED LIKE A CRIMINAL.

NOW I'VE GOT A PLANE TO CATCH.

SUPER-MODELS! FEH!

WHO EVER ASKED THEM TO ***THINK***?

LUMLEY!

NO PARKING

WHO'RE THOSE THREE? THEY'RE NOT COPS AND I DON'T RECOGNIZE THEM FROM THE BUGLE.

I DON'T KNOW, Mr. JAMESON, BUT REMEMBER I'M NEW AND --

USELESS!

I'LL FIND OUT FOR MYSELF!

YOU THREE! WHO ARE YOU AND WHAT ARE YOU DOING SNOOPING AROUND HERE?

ACTUALLY, Mr. JAMESON, WE HAVE AS MUCH OF A RIGHT TO BE HERE AS YOU DO.

WE'RE SCIENTISTS FROM THE TRICORP FOUNDATION.

MY NAME IS TERRY KWAN.

JAVIER AND Dr. THORSON ARE PART OF A TEAM STUDYING THE NATURE OF SPIDER-MAN'S POWERS.

I'M *ALL* FOR IT! THE WALL-CRAWLER *SHOULD* BE EXAMINED! DISSECTED! LOCKED UP! WHATEVER IT TAKES TO GET HIM OFF THE STREETS!

YOU *STILL* DON'T KNOW WHAT YOU'RE TALKING ABOUT, JONAH! SOMETIMES I THINK YOU TALK JUST TO HEAR THE SOUND OF YOUR OWN VOICE.

I'M DOING THE SAME THING YOU ARE, JJJ. CHECKING OUT WHAT THE BEST HERO THIS CITY'S GOT TO OFFER IS UP TO. YOU KNOW, YOU SHOULD TRY PRINTING THE TRUTH EVERY ONCE IN A WHILE, JONAH.

THOMPSON! FLASH THOMPSON! WHAT IN THE BLUE BLAZES ARE *YOU* DOING HERE? NOW THAT NORMAN OSBORN'S NO LONGER IN CONTROL OF THE BUGLE, WE DON'T NEED HIS ERRAND BOY AROUND, EITHER.

IT'S WHAT NEWSPAPERS ARE SUPPOSED TO DO!

TRUTH! *YOU'RE* GOING TO TELL *ME* ABOUT THE TRUTH?

SPIDER-MAN IS NOTHING MORE THAN A COSTUMED MENACE AND *YOU...*

VINE

...ARE JUST ANOTHER WASHED-UP COLLEGE FOOTBALL STAR WHO IS LIVING A PATHETIC LIFE OF NONACHIEVEMENT AND BROKEN DREAMS.

REALLY, JONAH? MAYBE I SHOULD --

SHOULD *WHAT,* THOMPSON?

YOU THREATENING ME?

NO, JONAH.

YOU'RE JUST WRONG, JONAH.

ABOUT SPIDER-MAN AND ME.

SOMEDAY YOU'LL FINALLY SEE THE TRUTH.

NICE SEEING YOU AGAIN, BETTY.

I GOT IT ALL, Mr. JAMESON. I --

THAT IS NOT WORTH PRINTING!

NOW WILL *SOMEONE* PLEASE FIND ME A STORY?

NEVER MIND!

I'LL SHOW YOU PEOPLE HOW IT'S DONE.

I HAVEN'T LOST MY REPORTER'S INSTINCT YET! NOT BY A *LONG SHOT!*

YOU THERE! DID YOU SEE ANYTHING?

Uh-Huh!

SAW IT ALL.

WILL YOU TELL ME ABOUT IT?

SURE.

I'LL GIVE YOU THE WHOLE STORY.

"I WAS WINTERING IN A TUNNEL A LITTLE SOUTH OF RIGHT WHERE WE'RE STANDING.

"BEEN COMING TO THE EXACT SAME SPOT FOR THE PAST FEW YEARS AND NEVER KNEW ABOUT THAT THERE TRAP DOOR RIGHT ABOVE ME.

"NOT UNTIL I SEES THE OLD MAN COMING DOWN THE LADDER AND LOOKING LIKE THE DEVIL HIMSELF WAS ON HIS TAIL.

"HE PAID ME NO NEVER MIND AND THEN TOOK OFF.

"THAT'S WHEN THE EXPLOSION HAPPENED.

"I THINK MY EARS'LL BE RINGING FOR A MONTH FROM THAT ONE.

"THEN THE GOOD-LOOKING YOUNG GUY COMES ALONG AND ASKS ME IF I'D SEEN THE OLD MAN.

"HE LOOKED LIKE THE TYPE NOT TO MESS WITH, SO I POINTS...

"...AND HE GOES.

"MY NERVES ARE JUST STARTIN' TO SETTLE AGAIN WHEN ALONG COMES SPIDER-MAN, ICEMAN AND A GUY WHO MAKES *ME* LOOK LIKE A FANCY DRESSER.

"THEY TAKE OFF AFTER BOTH OF THE OTHER TWO...

"...AND NOW I'M GETTIN' CURIOUS.

"I DECIDED TO FOLLOW THEM ALL.

"MIGHT'VE BEEN THE BIGGEST MISTAKE OF MY LIFE.

"AND I'VE MADE MORE THAN A FEW OF THOSE.

"ANYWAY... ONE TUNNEL LEADS TO THE NEXT AND WE'RE HEADIN' DOWN... AND IT'S GETTIN' WARMER AND WARMER... LIKE I'M GETTIN' CLOSE TO HADES ITSELF.

"AND BEFORE I KNEW IT...

"...MAYBE I WAS!

"IT'S A BIG CAVERN WITH SOME SORT OF DEEP CHASM IN THE MIDDLE.

"THE YOUNG GUY, DOLMAN I THINK THEY CALLED HIM, HAS GOT THE OLD GUY BY THE THROAT AND HOLDING HIM OVER THE EDGE OF THE CHASM.

"SPIDER-MAN AND THE OTHER TWO DON'T SEEM TOO HAPPY ABOUT THIS HERE DEVELOPMENT.

"NOW I'M SCARED TO DEATH. *SO* I DECIDES THAT I'M GONNA BE AS QUIET AS A CHURCH MOUSE AND JUST LISTEN."

GENTLEMEN.

I *STRONGLY SUGGEST* YOU TURN YOUR SUPER-HEROIC BOTTOMS AROUND AND LEAVE. NOW.

THIS LITTLE MELODRAMA IS REALLY NO CONCERN OF YOURS.

SHADRAC, *YOU* STAY. WE WILL HAVE WORDS WHEN I AM THROUGH WITH THE OLD MAN.

GENTLEMEN, YOU ARE TRYING MY PATIENCE.

THIS OLD MAN IS IN POSSESSION OF AN OBJECT OF POWER WHICH BELONGS TO *ME*. AND HAS BELONGED TO ME FOR FAR LONGER THAN YOU WOULD EVER BELIEVE.

A THIEF, BY THE NAME OF NORMAN OSBORN, STOLE IT FROM ME FOR HIS OWN PURPOSES.

NOW I SIMPLY WISH TO RECLAIM THAT WHICH IS RIGHTFULLY MINE.

THIS OLD FOOL SOUGHT TO KEEP THE OBJECT FROM ME!

HE SEEKS TO HIDE FROM ME WITHIN THIS CHASM. I AM SIMPLY GOING TO RETRIEVE IT AND LEAVE.

NO! YOU CAN'T LET HIM!

IF HE MAKES CONTACT WITH THE *SPINDLE...* THE RELEASE OF POWER WILL BE TREMENDOUS.

HE IS *EVIL!* I SAW IT ALL. IT IS THE GIFT OF KNOWLEDGE I RECEIVED FROM THE CEREMONY! THE GATHERING OF FIVE!

THE CITY IN FLAMES AND RUINS... AND DOLMAN THE CAUSE OF IT ALL!

STOP HIM.

GOOD ENOUGH FOR ME! WHAT ABOUT YOU, ICEMAN?

I DIDN'T LIKE THE GUY FROM THE GET GO. HE EVEN LOOKS *EVIL.*

PLUS HE'S FORGETTING THE X-MEN *OWE* HIM FOR THE LITTLE RUN IN WE HAD WITH HIM A FEW YEARS BACK!

Oh, BLAST!

WHY IS *NOTHING* EVER EASY?

YOU THINK ME JUST ANOTHER DIMWITTED *"VILLAIN"* FOR YOU TO THRASH?

NOTE THE LACK OF *RIDICULOUS POWER...*

...DOES *NOT* MEAN I AM WITHOUT MY RESOURCES!

THE SPINDLE AND I WERE AS IF *ONE* FOR FAR LONGER THAN I CAN REMEMBER.

I POSSESS A BIT OF *EACH* OF THE FIVE GIFTS.

AND I KNOW HOW TO UTILIZE THEM.

8

ARE YOU TWO OKAY?

IT'S NOT SMART TO GO UP AGAINST DOLMAN WITHOUT A PLAN.

NOW HE TELLS US?

SO, Mr. SMARTY PANTS, DO YOU HAVE A PLAN?

AS A MATTER OF FACT... YES. WHAT WE'VE GOT TO DO IS --

ARRGH!!

THE PAIN! STOP... THE PAIN!

YOU SEEM TO HAVE FORGOTTEN ONE OTHER SIDE EFFECT OF MY YEARS OF CONTACT WITH THE CENTER PIECE, MY DEAR SHADRAC...

...FORGOTTEN THAT THE HOLDER OF THE CENTER PIECE CONTROLS ALL THE OTHERS. I CONTROL *YOU!* I *NAMED* YOU! WHO WERE YOU BEFORE ME?

WHAT DID YOU CALL YOURSELF... *OVERRIDE?* YOU HAD THE ABILITY TO OVERRIDE THE WORKINGS OF ANY MECHANICAL DEVICE AND CONTROL IT.

PARADING AROUND IN SOME SILLY SPANDEX COSTUME AND DOING OSBORN'S BIDDING.

NOW I'VE TAKEN YOU AWAY FROM ALL THAT.

I'M GIVING YOUR LIFE PURPOSE.

AND WHILE IT INTRIGUES ME THAT YOU WERE ABLE TO BREAK FREE OF MY MIND CONTROL... NOTHING LASTS FOREVER.

THE PAIN! I CAN'T FIGHT HIM!

GET... OUT! RUN AWAY... BEFORE...

FWOOM

BEFORE. HE DEFINITELY SAID "BEFORE!"

I'M THINKING THAT CAN'T BE GOOD! YOU THINKING THE SAME?

YUP!

HEH! HEH! HEH!

SEE HOW MUCH LESS PAINFUL IT IS WHEN YOU JUST DO AS YOU'RE TOLD, SHADRAC!

DON'T... YOU...LAUGH... AT...ME!

ENOUGH

Oh I WILL LAUGH, MY GOOD MAN!

HEH! HEH! HEH!

YOU THINK YOU CAN HURT ME WITH THE MEAGER POWERS YOU ACQUIRED FROM THE GATHERING?

I WILL LAUGH.

EVEN AS YOU CRY TEARS OF AGONY, BEGGING FOR ME TO RELEASE YOU FROM THE ETERNAL DEATH WHICH WAS YOUR GIFT OF THE FIVE.

A RELEASE WHICH WILL NEVER BE YOURS!

WE'VE GOT TO MOVE IN NOW. HELP HIM WHILE HE CAN STILL FIGHT.

I'LL TAKE THE LEAD. SHIELD US WITH AS MUCH ICE AS I CAN POUR OUT.

FINE! THEN I'LL --

ARRGH!

ARRGH!

I'M... ...SORRY!

ICEMAN!

GRAB MY WRIST AND START POURING ON THE COLD!

IT'LL FREEZE YOUR ARM OFF!

JUST DO IT! I'M DYING HERE!

BESIDES... ...I'VE GOT A PLAN!

YES!

WHOP

THAT'S IT! THE ICE! THE WEBBING!

YES! THANK YOU.

JUST A SUB-ZERO SUIT OF ARMOR COURTESY OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN...

...AND FRIEND.

EXCUSE ME?

BABBLE ON, FOOLS!

FOR YOU ARE TOO LATE!

I HAVE LOCATED THE ENERGY SIGNATURE OF THE SPINDLE!

IT IS SIMPLICITY ITSELF TO EXTEND MY ENERGIES.

HAVE THEM SNAKE FORTH AND DOWN INTO THE CHASM.

AND TO MAKE...

RRRRMMMMBBLLE

...CONTACT!

RRRRMMMMBBLLE

LOOKS LIKE WE'VE GOT A PROBLEM.

THE PLACE IS COMING DOWN AROUND OUR EARS.

RRRRMMMMBBLLLE

WE'VE GOT TO GET THE OLD MAN TO SAFETY.

NO! YOU'VE GOT TO STOP DOLMAN!

I'M TELLING YOU, IF HE GETS HOLD OF THE SPINDLE, THIS CITY WILL BE IN RUINS!

I WILL DO IT.

LEAVE NOW.

THIS ISN'T GOING TO BE PRETTY.

FOOL! YOU DO NOT HAVE THE *POWER* TO *STOP* ME!

NOT AS SHADRAC, PERHAPS, BUT...

...AS *OVERRIDE?*

WHAT? *NOW!*

"SPIDER-MAN AND ICEMAN WATCHED AS THE TWO FELL INTO THE ABYSS.

ROAR

BOOM

NO

"THEN, AS THE WORLD AROUND THEM FILLED WITH FIRE, THEY RAN."

AND THAT WAS ALL I SAW.

BUT WHAT HAPPENED TO THE OTHERS? THIS SHADRAC AND DOLMAN?

COME TO THINK OF IT... HOW DID *YOU* ESCAPE?

I'VE TOLD YOU ALL I'M GOING TO --

ARGH!

HEY, BUDDY, ARE YOU OKAY? I'LL GET YOU SOME HELP.

THANK YOU... NO.

HEY, JONAH! WE'RE LOOKING FOR THE BAD GUY! YOU SEEN HIM?

I'M LOOKING AT HIM RIGHT NOW.

DON'T THINK I'M NOT GOING TO WRITE ABOUT WHAT YOU DID HERE. HOW YOU ALMOST DESTROYED THIS CITY AND HOW YOU RISKED THE LIFE OF THAT INNOCENT HOMELESS MAN DOWN BELOW!

WHAT ARE YOU TALKING ABOUT?

THAT WAS ME, ICEMAN, SHADRAC, THE PAWNBROKER AND THE OLD MAN.

SHADRAC AND DOLMAN DISAPPEARED. THEY'RE WHO WE'RE LOOKING FOR JUST NOW.

THERE WAS NO HOMELESS GUY DOWN BELOW.

OH YEAH? WHAT ABOUT...

...THIS GUY?

HE WAS HERE A MINUTE AGO. I'VE GOT IT ALL ON TAPE.

I THINK.

FOOLS.

TO THINK THAT I COULD BE SO EASILY DEFEATED. TO THINK THAT --

YOU CANNOT ESCAPE ME ANY LONGER, DOLMAN. NOW I'M *PART* OF YOU. AS A CONSEQUENCE OF THE GATHERING, MY POWER TO OVERRIDE HAS EXPANDED.

AND I CAN *OVERRIDE* WHATEVER EVIL YOU TRY TO --

NO!

HOW?

IT'S NOT POSSIBLE.

IT CAN'T BE. I NEVER SAW IT COMING.

THE END.

MARVEL COMICS

APR
#4

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THE AMAZING SPIDER-MAN

MACKIE BYRNE HANNA

WWW.MARVEL.COM

YOU KNOW...SOMETIMES YOU JUMP OUT OF BED IN THE MORNING, THROW WATER ON YOUR FACE, LOOK IN THE MIRROR AND THINK...

...TODAY IS GOING TO BE A GREAT DAY!

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STAN LEE PRESENTS:

BETRAYALS

HOWARD MACKIE/JOHN BYRNE STORY & ART SCOTT HANNA INKS
GREGORY WRIGHT COLORS RICHARD STARKINGS & COMICRAFT LETTERS
RALPH MACCHIO EDITOR BOB HARRAS CHIEF

ISN'T IT *AMAZING* JUST HOW WRONG YOU CAN BE?

MISTER FANTASTIC, THE INVISIBLE WOMAN, THE THING AND THE HUMAN TORCH...

...COLLECTIVELY KNOWN AS THE *FANTASTIC FOUR* --

-- THE GREATEST TEAM OF ADVENTURERS WHO EVER GOT THEIR POWERS FROM A COSMIC RAY ACCIDENT IN SPACE.

THE TRAPSTER AND THE SANDMAN -- HALF OF WHAT USED TO BE THE F.F.'S GREATEST ENEMIES -- THE *FRIGHTFUL FOUR!*

HOW DID YOURS TRULY WIND UP IN THE MIDDLE OF A BATTLE ROYAL WITH THEM ALL?

WELL, I'LL TELL YOU. IT ALL BEGAN A FEW HOURS AGO...

...I DECIDED IT WAS TIME TO PAY A VISIT TO MY OLD BUDDY THE *HUMAN TORCH*, AND *REED RICHARDS* WANTED TO MAKE SURE I WAS WHO I SAID I WAS...

REED! REALLY! I SWEAR IT'S *ME!*

YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

I SEE THAT NOW, BUT YOU CAN'T BLAME ME FOR WANTING TO MAKE SURE.

WHAT WITH YOUR RECENT MONTHS LONG DISAPPEARANCE --

-- AND YOUR HISTORY OF INVOLVEMENT WITH CLONES, DOPPELGANGERS AND ARTIFICIAL CONSTRUCTS...

...ANYWAY, YOU CAN FEEL FREE TO GET DOWN ANY TIME YOU WANT TO.

SHEESH! THE THINGS A GUY'S GOTTA DO JUST TO GET TOGETHER WITH AN OLD PAL!

THAT'S *NOTHING* COMPARED TO WHAT HE PUTS US THROUGH FOR OUR ANNUAL PHYSICAL, CHUM! THE PROBES ALONE GIVE ME NIGHTMARES FOR *WEEKS!*

YOU STILL GIVIN' THE TORCH THAT OLD "ANNUAL PHYSICAL EXAM" ROUTINE, STRETCH?

IT SEEMS TO KEEP HIM HUMBLE, BEN...SORT OF.

WELCOME BACK, SPIDER-MAN. YOU *HAVE* BEEN MISSED.

THANK YOU, MRS. RICHARDS. I APPRECIATE IT!

YEAH, YEAH, YEAH! ANOTHER SECOND OF THIS MALARKY AND I'LL BE BAWLIN' LIKE A BABY!

BESIDES, DON'TCHA THINK IT'S TIME WE LEFT THESE TWO LOVE BOIDS ALONE?

YOU TAKE IT EASY, WEB-HEAD!

ER... YOU TOO, *THING*.

NOW, STRETCH, I THINK IT'S THE TIME OF THE MONTH FOR YOU TO CHECK ON THAT *THING* FOR ME.

BEN! I HAD PLANNED ON A NICE ROMANTIC DINNER FOR REED AND I --

DON'T GET YERSELF INTO A TIZZY, SUZIE! YOU KNOW IT'LL ONLY TAKE A MINUTE.

COME ON, BUD, LET'S GO CATCH UP ON THINGS.

A SHORT TIME LATER...

YOU'RE KIDDING! THAT WAS A *GIRL* PLAYING AT BEING YOU? REALLY? WAS SHE CUTE?

SHE WAS FIFTEEN!

WHOOPS!

WAIT! I *LOVE* THIS COMMERCIAL!

NOW **THAT** IS A *WOMAN!* MARY JANE WATSON!

THE SUPERMODEL OF MY *DREAMS!* AND LET ME TELL YOU, I'VE HAD SOME PRETTY --

HEY!

WHAT THE --?

THE LIGHTS! IF REED BLEW ANOTHER FUSE WITH THAT BLASTED MAGNETIC MONOPOLE CONDUCTOR OF HIS...

WHAT'S THE SCOOP, REED?

A MOMENT, JOHNNY. I'VE JUST ABOUT...

...GOT IT!

WE'VE GOT AUXILIARY POWER ON LINE, BUT...

...THE REST OF NEW YORK DOESN'T APPEAR TO BE SO LUCKY.

THE BLACKOUT APPEARS TO BE CONFINED TO THE CITY. THIS ISN'T THE FIRST ONE THAT'S OCCURRED RECENTLY, EITHER.

MY INSTRUMENTS PICKED UP AN ANOMALOUS MAGNETIC PULSE JUST BEFORE IT HAPPENED.

IT WARRANTS FURTHER INVESTIGATION.

YEAH, THAT'S ALL WELL AND GOOD, BUT I THINK IT'S TIME I HEAD HOME AND CHECK ON MJ AND AUNT MAY. I --

HEY, GUYS...

...WHAT'S THIS?

ISN'T THAT...

Go visit current issues of X-Men in the Mutant Corner of the MU for the real deal -- X-Ralf.

...THE *SANDMAN*? WHAT'S UP WITH *THAT*?

THAT'S *MY* PET PROJECT, SPIDEY.

I NEVER FULLY BOUGHT THE SANDMAN'S SUDDEN CONVERSION TO THE SIDE OF LAW AND ORDER.

I HOPED FOR THE BEST, BUT...

Way back in Marvel Two-in-One #86 -- Old Ralf.

YOU KNOW WHAT THEY SAY, "KEEP YER FRIENDS CLOSE AND YER ENEMIES UNDER CONSTANT SATELLITE OBSERVATION."

REED EVEN WENT SO FAR AS TO HELP SANDY GET HIS JOB WITH THAT MERCENARY SILVER SABLE AND HER WILD PACK. IT HELPS US KEEP AN EYE ON 'IM.

YOU KNOW ALL ABOUT THE GUY, ANYWAY, 'CAUSE SANDY WUZ ONE'A YER FIRST SPARRIN' PARTNERS.

MEANWHILE...

I DON'T KNOW, SENATOR WARD...

...I DON'T LIKE THE IDEA OF US STANDIN' AROUND IN THIS DARK HOTEL LOBBY.

IT LEAVES YOU WAY TOO OPEN FOR ANY NUT WITH THOUGHTS OF MAKIN' HIMSELF A NAME BY OFFIN' ONE OF THE FRONT-RUNNERS IN THE NEXT PRESIDENTIAL RACE!

WHAT DO YOU THINK WE SHOULD DO THEN, MR. SANDMAN?

WELL, I KNOW YOUR SUITE IS UP NEAR THE ROOF, AND THE ELEVATORS ARE DOWN, BUT...

...IF YOUR UP FOR A HIKE... I SAY WE TAKE THE STAIRS!

AS LONG AS YOU'RE WATCHING MY BACK...I COULD STAND THE EXERCISE.

THAT'S WHAT I'M GETTING PAID FOR SENATOR.

TO WATCH YOU REAL CLOSE.

ALL PART OF WHAT YOU GET WHEN YOU HIRE ONE OF THE WILD PACK AS YOUR OWN PERSONAL BODYGUARD!

A SHORT TIME LATER...

PARK AVE

NO! I'M FINE! I WAS JUST CONCERNED FOR YOU AND AUNT MAY! I WAS DOWNTOWN VISITING SOME OLD FRIENDS. I FIGURE IF EVERYTHING GOES RIGHT... I SHOULD BE ABLE TO SWING HOME IN HALF AN HOUR.

PETER, COULD YOU DO ME A FAVOR? AUNT MAY AND I ARE FINE AND SNUG IN THE APARTMENT, BUT --

IT'S SO DARK DOWN THERE, MARY JANE. TELL PETER TO HURRY HOME, DEAR.

I JUST GOT OFF THE PHONE WITH *JILL*. SHE'S STUCK IN THE LOBBY OF THE PLAZA.

SHE SOUNDED REALLY FREAKED. SOMETHING ABOUT A CHILDHOOD INCIDENT AND THE DARK...

SINCE YOU'VE GOT TO CRUISE RIGHT BY THERE TO GET HOME... I WAS HOPING...

I'LL CHECK ON HER. SHE'LL BE FINE.

I LOVE YOU, PETER.

I LOVE YOU TOO.

EVEN IF I PROVE IT TO YOU BY ***NOT*** TELLING YOU THAT I'VE BECOME SPIDER-MAN AGAIN, AFTER THE GIRL WHO WAS IMPERSONATING ME QUIT.

BUT IT'S NOT EXACTLY LIKE LYING... IS IT?

A SHORT TIME LATER, JILL STACY SITS AND WAITS NERVOUSLY FOR THE LIGHTS TO COME BACK ON...

HEY, LADY, WANT SOME COMPANY?

PETER!

I AM SO GLAD TO SEE YOU!

ER... YEAH... I CAN SEE!

I DON'T EVEN GET THAT KIND OF GREETING FROM MY WIFE, MJ!

OOH! I'M SORRY! IT'S JUST THAT THE DARK...IT'S A THING FROM WHEN I WAS A KID LIVING IN HONG KONG... I JUST GET SO SCARED, AND SEEING A FRIENDLY FACE...ANYWAY, I'M SORRY IF I WAS TOO --

YOU WEREN'T TOO *ANYTHING!* I WAS JUST KIDDING AROUND. WE'RE FRIENDS. I'M HERE TO HOLD YOUR HAND...IF YOU NEED IT.

BIG TIME.

SO WHY ARE YOU *HERE?*

OLD FRIEND OF MY DAD'S... GETTING TOGETHER FOR A DRINK... AND NOW THE FRONT DESK WON'T CONNECT ME WITH HIS ROOM BECAUSE OF ALL THE COMPUTERS BEING DOWN.

WELL, LET'S GRAB A SEAT AND WAIT AND SEE IF THE POWER COMES BACK ON.

COOL.

A FEW MINUTES LATER...

SO YOUR DAD IS A FRIEND OF SENATOR STEWART WARD'S?

WELL... KIND OF...I THINK!

I KNOW THEY WERE IN THE MILITARY TOGETHER AND... WELL, DAD'S OUT OF TOWN ON BUSINESS... AND WHEN THE SENATOR'S OFFICE CALLED, I THOUGHT I'D BE THE GOOD DAUGHTER AND --

AND IT DOESN'T HURT THAT HE LOOKS LIKE ROBERT REDFORD, DOES IT?

OH REALLY? I HADN'T NOTICED.

SO... WHAT'S IT LIKE TO BE THE HUSBAND OF A WORLD FAMOUS SUPER-MODEL?

HONESTLY...NOT ALL IT'S CRACKED UP TO BE.

I MEAN...I'M GLAD MJ IS HAVING SO MUCH FUN AND ALL, AND THE MONEY'S GREAT...I THINK...BUT I JUST DIDN'T EXPECT HER TO BE OUT OF TOWN SO MUCH.

I SEE HER BETWEEN FLIGHTS AND... WELL, IT'S NOT WHAT I EXPECTED FROM OUR MARRIAGE.

HEY! I SHOULDN'T BE DOING THIS. YOU'RE MJ'S BEST FRIEND.

IT'S OKAY, PETER, I LIKE TO THINK I'M YOUR FRIEND, TOO.

THANKS, JILL, I --

THAT GUY. SOMETHING ABOUT HIM IS SO FAMILIAR.

WAIT A MINUTE! IT'S...

...THE *TRAPSTER!*

JILL...ER CAN YOU EXCUSE ME...I'VE GOT TO MAKE A PHONE CALL.

IT MIGHT TAKE A WHILE.

MEANWHILE...

I GOTTA HAND IT TO YOU, SENATOR, I'M IMPRESSED YOU WERE ABLE TO KEEP UP WITH ME ON THOSE STAIRS.

I NEVER WOULDA EXPECTED THAT KINDA STAMINA OUTTA A DESK JOCKEYING POLITICIAN.

BUT WE AREN'T *ALL* WHAT WE APPEAR TO BE, DON'T YOU THINK?

BESIDES, I WASN'T ALWAYS STUCK BEHIND A DESK.

AND SOMETIMES I *DO* LONG FOR THE DAYS OF MY YOUTH.

OH, WELL...

BUT YOU TELL ME ABOUT YOU, SIR.

HOW DO YOU GO FROM BATTLING WITH THE LIKES OF SPIDER-MAN AND THE FANTASTIC FOUR...YOU WERE PART OF THE FRIGHTFUL FOUR, WEREN'T YOU...

...TO HAVING ENOUGH SECURITY CLEARANCE TO PULL AN ASSIGNMENT LIKE THIS ONE?

DON'T YOU EVER LONG FOR THE BAD OLD DAYS?

ER...NO...I... AHH --

-- I THINK I HEARD A NOISE IN THE APARTMENT.

STAY HERE WHILE I CHECK ON IT.

WHAT THE --?

THE DOOR'S *MELTING!* IT'S --

ACTUALLY IT'S DISSOLVING, SANDMAN OLD BUDDY! DUE TO A LITTLE SOLVENT COURTESY OF --

THE TRAPSTER!

WHAT ARE YOU DOING HERE? I --

YOU'RE NOT THE *ONLY* ONE TO BE DISAPPOINTED IN THIS BEHAVIOR, SANDMAN!

THERE I GO AND GIVE HIM THE PERFECT OPPORTUNITY TO FOLLOW YOUR EXAMPLE AND TURN OVER A NEW LEAF.

I MEAN CLEARING MY NAME AND IMPLICATING NORMAN OSBORN IN THE DEATH OF THAT THUG JOEY Z WAS DOWNRIGHT HUMANITARIAN.

From issue #92 of Peter Parker: Spider-Man.
-- Helpful Ralf.

WELL, I GOT OVER IT!

YOU SHOULD, TOO!

I WOULD HAVE GONE TO BAT FOR YOU, TRAPSTER!

I JUST THOUGHT MAYBE... JUST MAYBE... YOU HAD IT IN YOU TO DO YOUR TIME FOR JOEY Z'S DEATH -- BUT NO!

OKAY, SANDY, YOU HIT HIM HIGH...

...AND I'LL HIT HIM LOW!

RIGHT BEHIND YOU, WALL-CRAWLER!

RIGHT...

FEEL

OR SHOULD I CALL YOU... ...WALL FALLER?

CAN'T... BREATHE...

...PUNCH TOOK THE WIND... OUT OF... ME!

CAN'T... GET OFF A... WEB LINE... GOING TO...

GOTCHA!

BEHIND YOU!!

WOOF

REST EASY, SPIDER-MAN, YOU'RE SAFE.

NOW BREATHE SLOW AND DEEP.

THAT'S IT... YOUR BREATH SEEMS TO BE NORMALIZING.

WHOA! I DON'T REMEMBER THE LAST TIME I WAS HIT *THAT* HARD!

I DON'T GET IT!

DON'T FEEL TOO BADLY. REMEMBER IT TOOK THE FOUR OF US TO BRING DOWN THE SANDMAN ON MORE THAN ONE OCCASION.

I THOUGHT HE WAS ONE OF...WELL... ONE OF *US!*

I MEAN HE WAS A RESERVE AVENGER AND EVERYTHING!

I CONTACTED SILVER SABLE AND LEARNED THAT THIS OPERATION IS COMPLETELY UNSANCTIONED. THE WILD PACK WAS NEVER CONTACTED TO ACT AS BODYGUARDS FOR SENATOR WARD.

WHAT A *CREEP!*

YOU KNOW, EVEN THOUGH I NEVER TRUSTED THE GUY... I WANTED TO BELIEVE. I REALLY DID!

TO THINK I HAD A BEER WITH THE BUM!

GAVE 'IM A CHANCE TO TURN HIMSELF IN.

WHY I OUGHTTA...!

ENOUGH, BEN! WE'VE GOT TO FILL SPIDER-MAN IN ON OUR PLAN!

YOU MORON!

IT WASN'T SUPPOSED TO HAPPEN LIKE THIS!

I ONLY AGREED TO SET UP THE SENATOR! TO MAKE SURE YOU HAD A CLEAR SHOT!

YOU WEREN'T SUPPOSED TO IMPLICATE ME!

YOU THINK I TRIED GOIN' STRAIGHT -- GOT A PRESIDENTIAL PARDON ONLY TO BLOW IT OVER SOMETHING LIKE THIS?!

MAYBE I HAVE MY OWN AGENDA -- AN' THAT INCLUDES GOIN' BAD ON MY TERMS -- NOT YOURS!

OOOH! SOUNDS MIGHTY IMPRESSIVE!

WHAT? MAYBE YOU WERE PLANNING ON TAKING OVER THE WORLD?

TALK ABOUT DELUSIONS OF GRANDEUR!

YOU WEREN'T CUT OUT FOR BEING A GOOD GUY -- FACE IT!

NOW WE'VE GOT A JOB TO DO, WHETHER YOU LIKE THE TIMING OR NOT!

WHEN WE'RE DONE YOU CAN TAKE IT UP WITH THE BOSS!

BOSS! WHAT BOSS? I DON'T HAVE ANY B --

SHUT UP!

WHERE DID HE GO, YOU JERK?

WHAT?

THE SENATOR! HE'S GONE! AND IF WE DON'T FIND HIM...

...WE'RE BOTH DEAD!

...I CAN'T HAVE ANY WITNESSES.

IF IT MAKES YA FEEL ANY BETTER... I *WAS* GONNA VOTE FOR YA!

DON'T DO THIS.

IT'S NOT SUPPOSED TO HAPPEN THIS WAY.

KWOOM

SORRY ABOUT THIS, SENATOR, BUT NOW THAT THE TRAPSTER BLEW MY COVER...

KWOOSH

YEEOW!

WONDERFUL!

NOW YOU DID IT!

SHRAK

NOW I'VE GOT TO KILL THE FANTASTIC FOUR, TOO!

GOOD LUCK WITH THAT ONE, YOU CREEP! WE'RE JUST A LITTLE TOUGHER'N OUR TOYS, SANDBAG!

HANG ON, BEN, YOU AND I CAN RIDE TO THE ROOF ON AN INVISIBLE FORCE SLED!

RIGHT BEHIND YOU, SUZIE!

JUST GET ME CLOSE ENOUGH TO GET HOLD OF THAT LYING, NO GOOD, SACK 'A SAND!

OOH. OOH. OOH.

STOP.

PLEASE.

STOP.

YOU ARE HURTING ME.

GET OVER IT, GRIMM! YOU CAN'T LAY A HAND ON ME!

NEVER COULD.

AND IN A MINUTE I'M GONNA STICK ONE OF MY ARMS DOWN YOUR THROAT AND *THEN*...

...WE'LL SEE HOW WELL THE MIGHTY *THING* DOES WHEN HIS LUNGS ARE FILLED WITH SAND!

NOW! JUST AS WE PLANNED.

READY WHEN YOU ARE, *BOSS!*

NOW SPIDER-MAN! HIT HIM!

I DON'T HAVE TO BE TOLD *TWICE!*

WELL, SOMETIMES I DO, BUT... THIS ISN'T ONE OF THEM!

THWAPP

WHAT THE --?

THAT IS SO LAME, WEBHEAD. YOU KNOW I CAN DISSOLVE YOUR STUPID WEBBING WITH --

THWAPP

DISSOLVE AWAY!

I JUST NEEDED YOU CLOSE TO THE SANDMAN FOR *THIS!*

AND HAVE I MENTIONED HOW DISAPPOINTED I AM IN YOUR BEHAVIOR...

...BOTH OF YOU?!

HEY! GET YOUR ARMS OUTTA ME, TRAPSTER!

I'M *TRYING!* BUT THEY'RE STUCK.

COURTESY OF AN INVISIBLE FORCE FIELD BY YOURS TRULY!

NOW LET'S SEE...

AS I REMEMBER, TRAPSTER, YOU KEEP YER ADHESIVE RESERVES ON THIS BACK PACK... RIGHT?

THONK

HEY! DON'T DO THAT!

I CAN'T CONTROL THE *GLUE!* I --

YUCK!

THE INVISIBLE WOMAN'S PULLED AWAY THE FORCE FIELD, BUT NOW WE'RE *STUCK!*

DO SOME-THING PASTE POT PEABRAIN!

WELL I'LL RELEASE SOME ADHESIVE, BUT I CAN'T SWEAR IT WON'T DISSOLVE SOME OF *YOU* TOO!

I'M GAME, IF --

NEVER MIND! WE'RE OUTTA HERE!

HEY! DON'T DO THAT! I HATE FALLING FROM HEIGHTS!

I'VE GOT THEM!

THEY'RE GONE. HOW COULD THEY...?

I HAVE *NO* IDEA!

THEY'VE GOT TO HAVE HAD AID IN THEIR GET AWAY.

I DOUBT EITHER OF THEM IS CAPABLE OF HAVING PLANNED SUCH AN ASSAULT, OR SUBSEQUENT ESCAPE, ON THEIR OWN. AND I DON'T KNOW WHO MAY HAVE HELPED THEM.

RIGHT NOW, WE'LL HAVE TO TAKE OUR LEAVE TO PREPARE FOR A MIDNIGHT MEETING ATOP OUR OLD SKYSCRAPER HEADQUARTERS -- FOUR FREEDOMS PLAZA. *

WELL, WHEN YA GOTTA GO... BUT THIS WAS FUN, FOLKS. NOW I THINK I'M GONNA GO HOME AND GET ALL THE SAND OUT OF MY SHORTS.

Check out issues 13-15 of the F.F.'s own mag for details. It's great! -- Super-Fan Ralf.

SOMETIME LATER, AFTER POWER IS RESTORED TO THE CITY, PETER PARKER AND JILL STACY RETURN TO HIS APPARTMENT...

WELL WILL YOU LOOK AT THIS!

GEEZ! I DON'T HAVE THE HEART TO WAKE THEM!

HEART!

TO OUR PETER HAPPY VALENTINES DAY

I COMPLETELY FORGOT TODAY WAS VALENTINE'S DAY!

BUT MY TWO GIRLS DIDN'T.

SORRY *YOU* HAD SUCH A HORRIBLE VALENTINE'S DAY, JILL.

SPEAK FOR YOURSELF, PETER.

THIS WAS THE BEST ONE I'VE **EVER** HAD!

SMACK

AND...

AND NOW, MY FELLOW CITIZENS, THE CRISIS IS OVER.

EVEN AS I SPEAK TO YOU, GOVERNMENT AGENTS ARE INVESTIGATING EXACTLY HOW A SCENARIO SUCH AS THIS COULD HAVE BEEN ALLOWED TO OCCUR.

I ASSURE YOU THAT, UPON MY RETURN TO WASHINGTON, THERE WILL BE A COMPLETE INVESTIGATION LAUNCHED INTO THIS MATTER.

NOW, IF YOU WILL EXCUSE ME... IT HAS BEEN A LONG DAY FOR ALL OF US.

BEEEP

HELLO.

YOU!

WHAT ARE YOU... *INSANE?!*

I WAS ALMOST KILLED BY THOSE ***MADMEN*** OF YOURS!

THAT WAS NOT PART OF THE DEAL!

YOU INSISTED THAT THE ASSASSINATION ATTEMPT APPEAR ***AUTHENTIC***, MY GOOD SENATOR.

YOU MUST BE ***EVER*** THE HERO IN THE PUBLIC EYE.

WE CAN'T HAVE ANYONE LOOKING ***TOO*** CLOSELY INTO THAT BACKGROUND OF YOURS... CAN WE?

LEAVE YOURSELF IN THE ***WIZARD'S*** HANDS AND NO ONE WILL LEARN THE TRUTH, MY FRIEND!

NO ONE!

NEXT WEEK!

FOR MORE ON SENATOR WARD, AND HIS ALLIANCE WITH THE WIZARD CHECK OUT AMAZING SPIDER-MAN ANNUAL #1 ON SALE IN LATE APRIL!

NEXT ISSUE: SPIDER-WOMEN! THE PLACE IS CRAWLING WITH 'EM!

MARVEL COMICS®

APR #4

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER™ SPIDER-MAN®

MACKIE SEARS

WHAT NEW MENACE HAS BROUGHT SPIDEY TOGETHER WITH THE HOTTEST NEW X-MAN--

MARROW?!

WWW.MARVEL.COM

ONCE UPON A TIME...

...NIGHT DESCENDED ON THE PLACE KNOWN AS NEW YORK CITY...

YOU THINK WE SHOULD BE OUT HERE WITH ALL THAT'S GOING ON, JEFF?

IT'S CREEPING ME OUT.

COME ON, LISS... YOU KNOW HOW THE PAPERS BLOW THESE THINGS OUT OF PROPORTION.

'SIDES...

...YOU'VE GOT ME TO PROTECT YOU!

YOU DO MAKE ME FEEL SAFE.

HOPEFULLY NOT TOO SAFE --

UGPH!

JEFF--?

WHAT'S WRONG?

MELISSA...

...GET HELP!

PLEASE!

JEFF!

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HELP! SOMEBODY HELP ME!

DAILY BUG
NEW YORK'S FINEST DAILY NEWSPAPER
TRAGEDY ON THE EAST SIDE

AND THAT'S HOW THE POLICE FOUND HER.

SHE'S IN THE HOSPITAL NOW.

FROZEN WITH FEAR.

STAN LEE PRESENTS:

BENEATH IT ALL

HOWARD MACKIE
BART SEARS
SCOTT HANNA
STORY AND ART

RICHARD STARKINGS & COMICRAFT'S LIZ AGRAPHIOTIS
LETTERS

MARK BERNARDO
COLORS

RALPH MACCHIO
EDITOR

BOB HARRAS
CHIEF

NICE WORK, PETER... BETTY. DON'T YOU AGREE, JONAH?

YEAH, SURE.

BUT I NEED YOU TO KEEP DIGGING.

THIS THING HAS GONE ON FOR TOO LONG. THE POLICE HAVEN'T GOT A CLUE WHO'S BEHIND IT.

GET TO THE BOTTOM OF IT... SOON.

AND IF YOU CAN TIE SPIDER-MAN INTO IT...

...YOU GET A BONUS.

GUYS, I DON'T HAVE TO GIVE YOU THE STANDARD "IGNORE JONAH" SPEECH... DO I?

NO.

GOOD. BUT I ALSO WANT TO MAKE SURE WE KEEP CLEAR OF THE SENSATIONALISM THAT THE OTHER PAPERS ARE PLAYING TOWARDS.

THIS CITY IS A TINDERBOX WAITING TO BE IGNITED.

GET TO THE TRUTH. AND PLEASE DO IT QUICKLY.

DAILY BUGLE

NEW YORK'S FINEST DAILY NEWSPAPER

MUTANT MADMAN ON THE LOOSE!

MUTANTS IN THE SEWERS

NEWSDAY

I AM THE SEWER KILLER'S LOVE CHILD!

MUTANT MENACE!

A FEW MINUTES LATER...

DAILY BUGLE

SO, BETTY, ARE YOU READY TO SAVE THE CITY?

SURE, PETER, IT HAPPENS EVERY DAY.

REPORTERS AND PHOTOGRAPHERS ARE *ALWAYS* DOING WHAT THE POLICE CAN'T!

SEE TO IT THAT YOU DO, Ms. BRANT...

...OR I'LL HAVE YOU BACK TYPING MY LETTERS FASTER THAN YOU CAN SAY WEB-CRAWLING VIGILANTE!

WOW. HE'S IN A GOOD MOOD! NEVER EVEN BOTHERED TO TAKE A SWIPE AT *ME!*

GOOD FOR *YOU!*

KIDS TODAY.

THEY HAVE NO IDEA WHAT IT MEANS TO CHASE A STORY DOWN.

NOT LIKE WHEN I WAS COMING UP.

THEY --

WHAT THE --?

MR. JAMESON, IF YOU'D PLEASE?

IF YOU THINK I'M FOOL ENOUGH TO GET INTO JUST ANY LONG BLACK LIMOUSINE THAT PULLS UP AT THE CURB...

OH!

IT'S YOU.

WHAT DO YOU WANT, *SENATOR WARD?*

YOU DON'T SEEM SURPRISED, Mr. JAMESON?

BEEN IN THIS BUSINESS WAY TOO LONG TO BE SURPRISED BY ANYTHING.

NOW WHAT DO YOU WANT?

IT'S ABOUT THIS MADMAN BENEATH THE CITY STORY...

A SHORT TIME LATER...

SO WHAT'S IT LIKE BEING THROWN BACK INTO THE LIFE OF A HIGH FASHION SUPER-MODEL? IT SEEMS LIKE I NEVER SEE MARY JANE AROUND ANYMORE.

YOU AND ME BOTH. BUT I'M TRYING TO STOP WHINING ABOUT MY WIFE BEING GONE ALL THE TIME.

WE'LL FIGURE IT OUT.

WHAT ABOUT THINGS WITH YOU AND MY OLD BUDDY *FLASH?*

NOTHING TO TALK ABOUT THERE.

THIS IS IT.

THIS IS WHERE THE LAST ATTACK OCCURRED. WHY DON'T WE BOTH CANVAS THE NEIGHBORHOOD...

... INTERVIEW PEOPLE, AND SEE IF WE COME UP WITH ANYTHING THE POLICE MISSED.

DANGER-SENSE GOING WILD.

SURE, BETTY. WHY DON'T YOU TRY THE NEXT BLOCK OVER.

CAN'T FIGURE OUT WHERE THE ATTACK IS GOING TO COME FROM.

WHY DON'T YOU GO *NOW*, BETTY!

PETER? IS EVERYTHING OKAY?

YEAH! I JUST THINK YOU SHOULD GET OUT OF HERE BEFORE --

WHACK

PETER!

BLINDSIDED ME... CAN'T... GET TO... HER...

BLACKING... OUT...

BETTY...

WESTCHESTER COUNTY.

ON AN ESTATE JUST OUTSIDE A LITTLE TOWN CALLED SALEM CENTER...

...HOME TO A GROUP OF GENETICALLY-ENHANCED INDIVIDUALS BOTH HATED AND FEARED BY THE OUTSIDE WORLD... MUTANTS.

NO! YOU MAY NOT GO UNDER ANY CIRCUMSTANCE!

MUTANTS IN THE SEWERS!

SHRIPP

I KNOW THIS TURN OF EVENTS IS UPSETTING, MARROW...

...BUT YOU ARE NOT A MORLOCK ANY LONGER! YOU ARE PART OF THE X-MEN AND --

I'M A MUTANT, STORM!

JUST LIKE YOU, COLOSSUS, NIGHTCRAWLER, ROGUE AND WOLVERINE!

JUST LIKE THE MORLOCKS!

BUT YOU AND I BOTH KNOW THAT THE MORLOCKS AIN'T SO PRETTY TO LOOK AT!

IF ANY UPWORLDERS GO HUNTING AROUND THOSE TUNNELS WE LIVED IN, THEY'RE GOING TO TUMBLE ONTO THE FEW SURVIVING MORLOCKS AND THEN...

...THERE'S GOIN' TO BE BLOOD SPILLED.

AND YOU WANT TO ENSURE THAT IT IS NOT MORLOCK BLOOD.

I SYMPATHIZE, SARAH.

BUT REMEMBER WHAT HAPPENED THE LAST TIME YOU RAN OFF INTO THE TUNNELS. -- YOU AND ARCHANGEL WERE NEARLY KILLED BY THE ABOMINATION!

GIVE US TIME TO ACCESS THE SITUATION AND DEVELOP A STRATEGY.

RRRRARGGH!

SHRIPP

XMEN#74 -- Ralf.

MEANWHILE...

BETTY...

BETTY...

BETTY!

PETER! IT'S MARY JANE! I'M HERE WITH AUNT MAY AND JILL! YOU'RE IN THE HOSPITAL. YOU'RE OKAY, BUT YOU'VE GOT TO REST.

I CAN'T! BETTY... SHE... SOMETHING... IT HAPPENED SO FAST... I COULDN'T...

I'VE GOT TO FIND HER. GOT TO HELP.

YOU GET RIGHT BACK INTO THAT BED, YOUNG MAN. YOU'RE IN NO CONDITION TO HELP ANYONE.

THE POLICE ARE DOING EVERY-THING THEY CAN TO FIND YOUR FRIEND.

WHAT MORE CAN YOU DO?

YES, TIGER, WHAT CAN YOU DO?

YOU'RE NOT SPIDER-MAN ANYMORE, REMEMBER? I KNOW YOU'RE UPSET, AND THAT BETTY MEANS A LOT TO YOU, BUT... IT'S SOMEONE ELSE'S RESPONSIBILITY NOT YOURS. RIGHT?

ERR... RIGHT.

THE DOCTORS SAY YOU CAN GO HOME. BUT ONLY IF YOU PROMISE TO REST.

I WAS IN THE MIDDLE OF A PHOTO SHOOT I'VE GOT TO GET BACK TO, BUT JILL IS GOING TO HELP AUNT MAY TAKE CARE OF YOU.

OKAY?

RIGHT.

PARKER!
WHERE ARE YOU, YOU WIMP?
FLASH... ABOUT BETTY --
YEAH! WHAT ABOUT HER?
YOU WERE RIGHT THERE, YOU LITTLE WEASEL, AND YOU DIDN'T LIFT A FINGER TO HELP HER!
I CAN'T BELIEVE I EVER FOOLED MYSELF INTO THINKING THAT I COULD BE FRIENDS WITH A WEAKLING LIKE YOU!
IT'S THOSE MUTANT FREAKS THAT LIVE UNDERGROUND, IN THE SEWERS, EVERYONE KNOWS IT.
WELL, THEY'RE NOT GOING TO TAKE BETTY AWAY FROM ME. I'LL SHOW THEM! SHOW THEM ALL!
NO ONE MESSES AROUND WITH FLASH THOMPSON'S WOMAN!
PARKER?
JONAH, I --
I HEARD WHAT HAPPENED AND I'M SORRY. BETTY WAS LIKE A DAUGHTER TO ME... I...
I WANT YOU TO BACK OFF OF THE STORY, PARKER... JUST BACK OFF.
GET SOME REST. YOU LOOK TERRIBLE.
THE NEW SPIDER-MAN WILL HANDLE THIS, PETER. YOU'VE GOT TO BELIEVE THAT.
I DO.

A SHORT TIME LATER...

I REALLY DO.

WE GO NOW TO OUR TV5 CAMERA CREW ON THE SCENE IN UPPER MANHATTAN AS RISING PUBLIC UNREST OVER THE LATEST SERIES OF DISAPPEARANCES...

...HAS BROUGHT ABOUT A GATHERING OF ANGRY CITIZENS.

IT IS RUMORED THAT THE MUTANTS DWELL IN TUNNELS BENEATH THE CITY AND THE ANGRY MOB HAS GATHERED AT AN ENTRANCE TO THE PUBLIC SEWER SYSTEM.

I'VE GOT TO DO THIS. EVEN IF MY WIFE BELIEVES I'VE GIVEN UP MY ALTERNATE IDENTITY.

I FEEL BAD LYING BY OMISSION TO MARY JANE, BUT...

...IT COULD BE THE LIZARD, VERMIN OR EVEN VENOM BEHIND THESE DISAPPEARANCES.

I'VE GOT TO FIND BETTY AND PRAY I'M NOT TOO LATE!

THOSE ARE *MY* PEOPLE. AND EVEN THOUGH I DON'T WANT TO DIRECTLY DISOBEY STORM...

...I'M *NOT* GOING TO LET THE REMAINING MORLOCKS AND, MOST IMPORTANTLY, MY MENTOR *CALLISTO* DOWN.

AND ANY UPWORLDERS WHO GET IN MY WAY...

...TOO BAD FOR THEM!

MUTANT FREAKS!

THEY'RE KILLING US!

IF THE COPS AIN'T GOIN' TO DO NOTHIN'... WE WILL!

SETTLE DOWN, PEOPLE!

NO *ONE* IS GOING TO GET HURT HERE TONIGHT!

THE RUMORS OF MUTANTS LIVING UNDER THE STREETS IS A FIGMENT OF THE NEWSMEN'S IMAGINATION.

IT'S LIKE ALBINO ALLIGATORS LIVING IN THE SEWERS.

TV5

WHAT ABOUT MY GIRL... MY *FRIEND?!* SHE WAS TAKEN BY THIS THING AND I WANT TO KNOW WHAT YOUR STANDING HERE IS DOING TO HELP GET HER BACK?!

I'M NOT LEAVING UNTIL I GET A CHANCE TO GO AFTER HER!

YEAH!

WE'RE GOING IN!

YEAH!

WE'RE GOING IN!

YEAH!

OUTTA MY WAY, COPPER, BEFORE I --

SHRIP

WHAT THE--?

THE NAME IS MARROW!

I'M ONE OF THOSE MUTANTS YOU ALL SEEM SO ANXIOUS TO MEET!

NO HUMAN ENTERS THESE TUNNELS ALIVE.

SEE! SEE! IT'S THEM!

KILL HER!

KILL THEM ALL!

IF THAT'S THE WAY YOU WANT IT, UPWORLDER... I CAN PLAY THAT GAME IF I HAVE TO!

THWAPP

HEY! WHAT THE--?

THWIPP

I WAS THINKING THAT MAYBE WE SHOULD ALL TAKE A *BIG* BREATH AND TRY TO CALM DOWN.

WHAT DO YOU SAY, FOLKS?

BURNS, I'M WITH THE 85 PRECINCT.

YOU SHOCKED THEM INTO SOME SORT OF CALM FOR NOW, HERO, BUT...

...IT AIN'T GOIN' TO LAST.

THEY'RE SCARED AND THEY WANT BLOOD. I'M NOT GOING TO BE ABLE TO GET ENOUGH COPS DOWN HERE TO KEEP THEM FROM GOING DOWN INTO THOSE TUNNELS. SO... IF YOU'RE GOING TO DO SOMETHING. I SUGGEST DOING IT NOW! THEY'RE ONLY HUMAN FOR GOD'S SAKE!

SHRRIP!

EXACTLY! HUMAN!

AND I DON'T NEED ANY HUMAN, IN ANY COSTUME, TO HELP ME TAKE CARE OF THIS PROBLEM!

THOSE ARE *MY* PEOPLE DOWN THERE! THEY'RE IN *MORE* DANGER THAN THE SURFACE DWELLERS.

I'M GOING TO FIND THIS THING THAT'S CAUSING YOU UPWORLDERS TO LOSE SO MUCH SLEEP.

AND I'M GOING TO *KILL* IT!

EXCUSE ME, BUT...

AND IF IT TURNS OUT TO BE *HUMAN*... IT WILL WISH ITS DEATH WAS A SWIFT ONE!

...WE NEED TO TALK *BEFORE* YOU GO HUNTING!

I DON'T WANT YOU TO MAKE ANY... AND YOU'LL HAVE TO EXCUSE THE PUN...

...*BONEHEADED* MISTAKES!

FUNNY, HUMAN! VERY FUNNY! REMIND ME TO FEED YOU YOUR OWN LIVER WHEN I'M DONE HERE!

MAYBE I SHOULD HAVE DEALT WITH YOU THE *LAST* TIME WE RAN INTO EACH OTHER.

Back in Uncanny X-Men #346 -- Encyclopedic Ralf.

I WON'T MAKE THE SAME MISTAKE TWICE!

MAN! SHE IS FAST!

BUT SHE *DOES* SEEM TO HAVE DISPERSED THE CROWD SOMEWHAT.

OH, WELL...

GO FOR IT, SPIDEY!

I'LL COVER YOUR BACK!

A SHORT TIME LATER, IN TUNNELS BELONGING TO THE MUTANT OUTCASTS KNOWN AS THE MORLOCKS...

SO... WHAT KIND OF DANGEROUS BEAST DO WE HAVE? BIGFOOT? THE YETI? A SPECIAL PROSECUTOR?

WHOA!

FWIP

SILENCE! I'M TRACKING! AND HAVE NO TIME FOR UPWORLD HUMOR!

PEACE! FRIENDS! BYGONES! I DO WANT TO HELP.

THIS THING... WHATEVER IT IS... IT HAS ONE OF MY FRIENDS AS WELL.

I'M SORRY THAT YOU DON'T LIKE MY SENSE OF HUMOR, BUT...

...IT'S THE WAY I DEAL WITH THINGS LIKE THIS.

ANYWAY, I KNOW WHAT YOU'RE GOING THROUGH.

-:SNIFF:-
-:SNIFF:-

CALLISTO, MY FRIEND, YOU WERE HERE... RECENTLY.

YOUR SCENT IS FRESH.

YOU WERE HUNTING THIS THING... THIS MONSTER... SEEKING TO PROTECT OUR PEOPLE.

ALWAYS SEEKING TO PROTECT THEM... NO MATTER THE RISK TO YOURSELF. NO MATTER HOW FEW OF US THERE ARE LEFT.

NO YOU DON'T! YOU TAKE OFF YOUR MASK, AND I'LL BET YOU CAN PASS IN THE UPWORLD. I CAN'T! NONE OF US DOWN HERE CAN! SO DON'T TELL ME YOU KNOW --

NOOOOOO

IT CAME FROM JUST AHEAD.

LET'S DO IT!

I WAS BORN DOWN HERE, I GREW UP IN THESE TUNNELS AND YET...

...I HAVE NEVER SEEN THIS PLACE.

THERE IS A STENCH OF EVIL ABOUT IT.

LET'S WORRY ABOUT THAT LATER.

RIGHT NOW IT LOOKS LIKE EVERY MISSING PERSON IS ACCOUNTED FOR.

SO WHY DON'T WE GET THEM OUT OF HERE?

I DON'T CARE ABOUT THE UPWORLDERS. MY ONLY CONCERN IS FOR...

..CALLISTO!

SHE IS EVERYTHING TO ME -- TEACHER -- MENTOR -- FRIEND.

THERE ARE OTHERS OF OUR PEOPLE SCATTERED AMONGST THE HUMANS, KID.

THE DISAPPEARANCES STARTED AMONGST US.

I TRIED TO TRACK DOWN WHO WAS DOING THIS...

...BUT SOMEHOW HE CAUGHT *ME* OFF GUARD.

WE'LL MAKE HIM PAY, OLD FRIEND.

MS. BRANT, I'LL HAVE YOU FREE IN A MINUTE --

YOU'VE GOT TO GET THESE PEOPLE OUT *NOW*, SPIDER-MAN!

HE HASN'T HURT ANYBODY YET, BUT SOMETHING TELLS ME HE'S ABOUT READY TO --

SKREEEE

SKREEEE

HE'S HERE.

BAT? MIST? WHO ARE WE DEALING WITH HERE...

...DRACULA?

WHO IS THIS CREATURE TO WHOM YOUR KIND DARE COMPARE ME?

I AM UNIQUE.

I AM *HUNGER!*

YOU, DRESSED IN RED, YOU SENSED MY ARRIVAL.

THERE IS A POWER WHICH COURSES THROUGH YOUR VEINS.

NEVER HAVE I FACED FOOD WITH SUCH MIGHT.

THIS IS A CURIOSITY.

WHAT IS THIS WORLD INTO WHICH I HAVE BEEN REBORN?

BUT THESE QUESTIONS MUST BE ANSWERED AT A LATER TIME.

FOR THE CYCLE OF FEEDING IS UPON ME.

PRESENT YOURSELVES FOR SACRIFICE.

EXCUSE ME? SACRIFICE I --

DON'T! NO JOKES!

THIS IS JUST ANOTHER UPWORLDER FEEDING ON MY PEOPLE!

PREPARE TO *DIE*, HUMAN!

...NO. ...I BELIEVE NOT.

THUNK

WHAT IS THIS?

MY CATTLE FLEEING BEFORE I HAVE FED?

THIS *CANNOT* BE!

THWAPP

WHAT IS THIS?

I WAS THINKING THAT MAYBE IT WAS TIME FOR A *FIGHT!*

FIGHT? HE NEEDS TO BE *DEAD!*

NO! THERE IS ALWAYS ANOTHER WAY!

EVEN IF HE IS A... VAMPIRE?

VAMPIRE? I HAVE HEARD THIS WORD BEFORE.

IT SOMEHOW SEEMS FAMILIAR.

I WOULD ENQUIRE MORE OF THIS, BUT...

...I *MUST* FEED!

NO!

WHAT?!

I'VE GOT HIM, SPIDEY! I'VE --

UGPH!

YOU SHALL BE FIRST, YOUNG ONE.

YOU TOO POSSESS GREAT POWER.

HE'S A VAMPIRE, SPIDER-MAN! YOU SAID SO YOURSELF!

YOU *KNOW* THE ONLY WAY TO KILL ONE OF THEM --

THAT'S IT.

-- A *STAKE* THROUGH THE HEART! SNAP OFF THE BONE AND *USE* IT!

DO IT! OR HE WILL *KILL* ME!

DO IT!

PLUNGE IT THROUGH HIS HEART --

I... CAN'T.

UPWORLDER WEAKLING!

YOU TOO SHALL HAVE YOUR TURN.

I DON'T THINK SO!

I ONLY SAID THAT I WOULDN'T *KILL* YOU!

I DIDN'T SAY *ANYTHING* ABOUT REARRANGING YOUR FACE!

YOU *DARE!*

I'M THINKING MAYBE YOU'RE NOT A VAMPIRE AFTER ALL.

THERE IS SOMETHING ABOUT YOU THAT JUST DOESN'T FIT THE PROFILE.

MOST OF THEM ARE THERE, BUT...

...I'M *NOT* GOING TO KILL SOMEONE WHO JUST LOOKS LIKE HE'S A VAMPIRE.

THWOK

IF THAT MAKES ME AN "UPWORLDER WEAKLING"...

...I CAN LIVE WITH THAT!

HOW IS THIS POSSIBLE?

THIS WAS NOT SUPPOSED TO BE.

THERE IS MUCH I HAVE TO LEARN OF THIS WORLD I HAVE BEEN BORN INTO. MUCH I HAVE TO LEARN OF THE LIKES OF YOU.

MUCH I MUST LEARN OF MYSELF.

THERE WILL BE ANOTHER DAY, WEBBED ONE.

THERE BE WILL OTHER FEASTS.

I DON'T UNDERSTAND.

WHY WOULD THIS HUMAN RISK HIS LIFE FOR...

HE WAS OUT THERE WITH THE REST OF THEM.

HE...

I DON'T UNDERSTAND.

BECAUSE... HE'S ONLY HUMAN!

YOU'VE GOT A LOT TO LEARN ABOUT US "UPWORLDERS," LADY -- A *REAL* LOT.

ELSEWHERE...

BREEP

YES. THIS IS WARD.

THEY FAILED?

EXCELLENT.

APPREHEND AND CONTAIN HUNGER... AGAIN. HE IS USEFUL TO US.

THE BUGLE STORY HAS BEEN KILLED.

THE PLAN CONTINUES.

END.

MARVEL® COMICS

MAY
#5

APPROVED BY THE COMICS CODE AUTHORITY

THE AMAZING SPIDER-MAN®

MACKIE
BYRNE
HANNA

WWW.MARVEL.COM

NEW YORK CITY.

MARCH.

SPRING...

POLICE

POLICE

POLICE

POLICE

...AND SOMETHING A BIT MORE DEADLY...

...IS IN THE AIR.

THKOOM

THKOOM

THKOOM

NYPD

NYPD

CAPTAIN! WE'RE NOT EQUIPPED FOR THIS KIND OF FIRE FIGHT!

NO KIDDING!

5701

KRAK

POLICE

EVERYONE BACK!

NYPD

C'MON, YOU PEOPLE!
OR DO THE REST OF YOU NEWBIES WANNA END UP LIKE CHANDLER DID?
HOW MANY TIMES DID I WARN YOU THAT THE FIRST ONE TO FOUL UP ON THIS JOB WAS NOT COMING BACK TO *Y2K* BASE CAMP?
THESE COPS STAND ABOUT AS MUCH OF A CHANCE AS THE REST OF THE WORLD DOES WHEN THE MILLENNIUM BUG HITS AT THE END OF THE YEAR.
THE GOLD THAT WE'RE LIFTIN' FROM THIS BANK IS GOING TO BE PUT TO GOOD USE.
DO YOU HAPPEN TO KNOW IF THEY'RE LOOKING FOR ANY NEW RECRUITS?
IT *COULD* BE KIND OF NEAT.
AVENGERS?
BUT WE'VE GOT TO BE *STRONG!*
WE CAN'T LET THE LAWS OF THE BLIND BUREAUCRATS WHO DIDN'T SEE THE TIME COMIN' AFFECT US.
NOW *MOVE IT!*
BEFORE THE *AVENGERS* OR SOMEONE SHOW UP!
I DON'T WANT TO BE CAUGHT OUT IN THE OPEN TRYING TO COVER YOUR SORRY --
DON'TCHA THINK?
IT'S A SPIDER... *GIRL?*
I DON'T *CARE WHO* SHE IS! SHE TOOK DOWN THE SARGE! *KILL HER!*
IT'S *SPIDER-WOMAN!*
SPIDER-GIRL WOULD BE SO... SO... NOUVEAU NOUVEAU GEEK!
IT'S THE COSTUME, RIGHT? TOO DERIVATIVE? TOO SIDEKICK?

Stan Lee Presents: ...And Then There Was One!

Howard Mackie/John Byrne Story & Art Scott Hanna Finishes
Gregory Wright Colors RS & Comicraft's Liz Agrapiotis Letters
Ralph Macchio Editor Bob Harras Chief

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LIKE I'D EVER SETTLE FOR BEING *ANYBODY'S* KID SIDEKICK!

THE COSTUME IS A FIRST ATTEMPT AT *BEST!*

I *DO* HAVE *SOME* SELF-RESPECT!

AND, AS YOU MAY HAVE BEEN ABLE TO FIGURE OUT...

...NO LACK OF *POWER!*

THERE YOU GO, OFFICER! TIN CANS ALL WRAPPED AND READY TO ROLL.

NOW, IF YOU'LL EXCUSE ME...

...MY PUBLIC AWAITS!

WHO ARE YOU?

WHAT'S YOUR CONNECTION TO SPIDER-MAN?

TAKE A SEAT, PEOPLE. THE 411 IS ON ITS WAY.

ARE YOU FLYING?

I'M NOT GOING TO MAKE THE MISTAKE THAT *SOME* ARACHNID-CENTRIC HEROES HAVE MADE.

THE PRESS AND ME ARE GOING TO GO FIVE BY FIVE ALL THE WAY.

SPIDER-WOMAN IS HERE TO *STAY!*

OR SO SHE THINKS, TRUE BELIEVERS.

BUT READ ON AND YOU WILL HAVE A SNEAK PEEK AT THE NEFARIOUS DANGER WHICH WILL BE COMING TO THE COSTUMED NEWCOMER.

BUT TO DO SO WE MUST JOURNEY HALFWAY AROUND THE WORLD TO...

...THE ISLAND NATION OF MADRIPOOR...

HERE WE FIND JESSICA DREW, PRIVATE INVESTIGATOR, AND ONCE PROUD BEARER OF THE SPIDER-WOMAN IDENTITY, COMING HOME FROM A HARD DAY AT THE OFFICE.

AND, AS TIRED AS SHE IS, INSTINCTS BORN OUT OF COUNTLESS BATTLES, NEVER REST.

SOMEONE IN THE TREES.

I HOPE IT'S NOT *ANOTHER* ASSASSIN HIRED BY A DRUG DEALER.

THE PAPERWORK THE LOCAL POLICE MAKE ME FILL OUT IS *MURDER!*

WHAT THE --?

YOU ARE *FAST!* I'LL GIVE YOU *THAT!*

BUT, IN CASE YOU HAVEN'T DONE YOUR HOMEWORK...

...I HAVE A FEW SURPRISES UP *MY* SLEEVES AS WELL.

WALL-CRAWLING IS ONE THING YOU JUST NEVER FORGET HOW TO DO.

AND TAKING MY GUN AWAY FROM ME IS GOING TO DO LITTLE GOOD WHILE I'VE STILL GOT MY VENOM BLASTS!

THE COSTUME MAY BE GONE, BUT THE *POWERS* ARE MINE FOR KEEPS --!

UGH!

FIRST BLOOD IS YOURS.

COME ON. SHOW YOURSELF.

I'D LIKE TO AT LEAST *SEE* WHO I'M GOING TO RIP A NEW --

ARRGH!

CAN'T... MOVE... WHAT... DID... YOU... DO... TO ME?

WHO ARE YOU?

MEANWHILE, PETER PARKER, THE STAR OF OUR SHOW, ENJOYS HIS BREAKFAST BACK IN THE BIG APPLE...

EAT UP YOUR HOTCAKES, DEAR. YOU'RE FAR TOO SKINNY FOR MY LIKING.

THEY'RE STILL THE GREATEST, AUNT MAY!

PETER! DID THE MESSENGER ARRIVE WITH MY PLANE TICKETS AND ITINERARY?

YEP! I PUT THEM ON THE FRONT HALL TABLE MYSELF, MJ!

AND SUPER MODEL OR NOT, I THINK *MARY JANE* COULD STAND TO EAT A FEW STACKS OF MY HOTCAKES!

ARE THINGS WELL BETWEEN YOU, PETER?

IT CAN'T BE EASY FOR YOU BEING APART FROM YOUR WIFE SO MUCH.

MMPHHLL GLYPPHLL WIT YILLL MIR!

I CAN'T BELIEVE I'M SO NERVOUS ABOUT *THIS* SHOOT. CAN YOU?

BUT *THIS* IS THE ONE THAT COULD DO IT FOR ME, PETER.

IF THIS GOES WELL, AND THEY MAKE ME THEIR COVER GIRL... THEN SPOKES-MODEL...

I *WANT* THIS, PETER.

SO DO I, MJ.

ARE YOU *SURE* THAT MARY JANE CAN AFFORD ALL THIS? I MEAN THE APARTMENT HERE ON FIFTH AVENUE, THE CLOTHES, THE LIFESTYLE ALL THREE OF US ARE LIVING...

IF YOU WOULD LIKE ME TO LOOK AT THINGS...

...I DID RUN OUR LITTLE HOUSEHOLD IN FOREST HILLS ON A PRETTY TIGHT BUDGET FOR QUITE A FEW YEARS, YOU KNOW.

MJ SAYS HER "PEOPLE" HAVE IT UNDER CONTROL. BUT... THANKS, AUNT MAY.

I CAN'T FIND *ANYTHING!* PETER, DID YOU SEE MY --

IN THE BATHROOM ON THE TOP SHELF.

JUST REMEMBER THAT I AM HERE FOR YOU, PETER. AND I AM GETTING MY STRENGTH BACK, SO IF YOU *WANT* TO TALK --

YOU'LL BE THE FIRST, AUNT MAY.

SOMETIMES I FORGET JUST HOW STRONG SHE CAN BE. *SHE* AND MY UNCLE BEN RAISED ME AFTER MY PARENTS WERE KILLED, MADE ME WHO I AM, I --

I CAN'T FIND MY CARRY-ON BAG.

PETER, I'M GOING TO HAVE TO TAKE YOURS. OKAY?

SURE, MJ. WHATEVER.

GACK!

SORRY FOR THE MESS, AUNT MAY... I... Er... JUST REMEMBERED SOMETHING!

MJ! DON'T!

PETER!

WHAT ARE YOU *DOING?*

WHAT IF AUNT MAY WALKED IN AND SAW HER FAVORITE NEPHEW CLIMBING THE WALLS? WHAT WOULD SHE THINK?

NOT TO WORRY, MY DEAR. GIVING UP THE SECRET OF MY SECRET IDENTITY...

...IS THE LEAST I COULD DO TO MAINTAIN THE *IMAGE* MY LOVELY WIFE HAS WORKED SO HARD TO CREATE!

WHAT *ARE* YOU TALKING ABOUT?

I COULDN'T *DARE* LET YOU BE SEEN IN PUBLIC WITH SUCH A SCANDALOUSLY SHABBY PIECE OF LUGGAGE! THINK OF THE TABLOIDS!

HERE'S YOUR BAG!

YOU *DO* SPOIL ME, PETER!

ONLY BECAUSE YOU DESERVE IT.

PETER..?

YOU DID MEAN YOUR *FORMER* SECRET IDENTITY... RIGHT?

Er... YEAH! WHY? WHAT DID I SAY?

I *HATE* THIS LYING TO HER! BUT I HAVEN'T WORKED UP THE COURAGE YET TO TELL HER I'M STILL SPIDER-MAN DESPITE MY PROMISE TO GIVE UP THE WEBS A FEW WEEKS BACK.

TWO DAYS AGO IN LOS ANGELES, CALIFORNIA...

JULIA CARPENTER, THE MOST RECENT WOMAN TO CALL HERSELF SPIDER-WOMAN, FIXES AN AFTER-SCHOOL SNACK AS SHE AWAITS THE SOUND OF THE SCHOOL BUS DROPPING OFF HER DAUGHTER RACHEL.

RACHEL? HONEY, IS THAT YOU?

KNOK KNOK KNOK

COOKING

HELLO?

WHO?

ARGH!

AND THEN THERE WAS ONE.

THE DAILY BUGLE...

WHY IN BLUE BLAZES ARE YOU STANDING THERE WHEN WE HAVE A PAPER TO PUT OUT?!!

DO YOU THINK I'M PAYING YOU JUST TO RAISE MY BLOOD PRESSURE?

ACTUALLY... MISTER JAMESON, SIR... YOU DON'T PAY ME AT ALL. I'M AN INTERN.

THAT'S THE PROBLEM WITH THE COUNTRY TODAY... TOO MANY INTERNS!

WELL, GET TO WORK ANYWAY!

HEY, BETTY, WHAT'S GOT JONAH IN SUCH AN UPROAR TODAY?

DIDN'T YOU SEE THIS MORNING'S EDITION. PETER?

JONAH'S GOT A NEW OBSESSION.

AND THAT'S NOT ALL. WE'VE GOTTEN IT FROM IRENE MERRYWEATHER OUR REPORTER CONTACT AT S.H.I.E.L.D THAT THERE HAVE BEEN TWO ATTACKS ON WOMEN WHO ONCE HAD THE SPIDER-WOMAN IDENTITY. THEIR REAL NAMES REMAIN SECRET.

DAILY BUGLE

WHO IS THE NEW SPIDER-WOMAN?

BOTH WOMEN ARE IN CRITICAL CONDITION AND JONAH'S GOT ME WORKING ON SOME SORT OF SERIAL KILLER CONNECTION.

HIS NOSE FOR NEWS IS RIGHT, BUT...

...GUESS WHO HE THINKS IS BEHIND IT ALL?

SPIDER-MAN.

THANKS, BETTY, Er... I'VE GOT TO GO.

IT CAN'T BE HER! NOT YOUNG MATTIE FRANKLIN!

BUT IT'S GOT TO BE! SHE IDOLIZED SPIDER-MAN AND NOW... HER LIFE MAY BE IN DANGER!

I'VE GOT TO FIND HER! SHE ASSUMED MY COSTUMED IDENTITY AFTER I GAVE IT UP RECENTLY* -- BUT NOW SHE'S PROBABLY DECIDED TO BECOME HER OWN GIRL... SPIDER-WOMAN.

In Amazing #2 -- Recent Ralf.

AT THAT VERY MOMENT, MIDTOWN MANHATTAN...

YIKES!

MONSTERS.

UNDERGROUND. WHAT'S UP WITH THIS?

PHEW! AND YOU ALL COULD USE SOME SERIOUS PERSONAL GROOMING LESSONS! GA-ROSS!

I'M GUESSING YOU'RE FROM THE *MOLE MAN'S* SUBTERRANEAN REALM, RIGHT?

AND I'M PRETTY MUCH GUESSING THAT I'M WASTING MY TIME TRYING TO IMPRESS YOU WITH MY KNOWLEDGE OF SUPER-VILLAINY.

ACTUALLY I'M KIND OF A GEEK ABOUT THAT KIND OF STUFF. SPIDER-MAN, THE AVENGERS, THE FANTASTIC FOUR... I'M A BIG FAN OF THEM *ALL!* I EVEN GOT THE HUMAN TORCH'S AUTOGRAPH FRAMED ABOVE MY BED, BUT... THAT CAN BE OUR SECRET, 'KAY?

NOW, AS MUCH AS I APPRECIATE YOU GUYS BURSTING UP THROUGH THE CENTER OF THE STREET AND GIVING ME MORE OPPORTUNITIES TO SHOW OFF EXACTLY HOW COOL I AM...

...THIS IS GOING TO HAVE TO STOP.

I WAS ACTUALLY PLANNING ON SPENDING THE NIGHT IN FRONT OF THE TUBE.

LOOK AT HER!

SHE'S HAVING SO MUCH FUN SHE'S NOT EVEN PAYING ATTENTION TO...

HEY, SPIDEY! C'MON AND JOIN THE FUN!

PLENTY O' MONSTERS FOR BOTH OF US --

GLOMPH

SPIDER-WOMAN! LOOK OUT BE --

IT... IT... SWALLOWED HER!

?

FWOOSH

Hmmmmmmph?

THWOP

THUNK

... THE FLYING'S GOT TO HELP!

SHE'S BEATING THE POOR MINDLESS THING UP FROM *INSIDE!*

I KEEP FORGETTING HOW *STRONG* SHE IS AND...

NO MATTER. IT'S TIME TO GET HER OUT OF THERE BEFORE SHE SUFFOCATES.

I *AM* ASSUMING SHE *DOES* HAVE TO *BREATHE!*

WELL, *POWERFUL* OR NOT SHE IS JUST A *KID!*

AN INEXPERIENCED KID WHO'S JUMPED IN *WAY* OVER HER HEAD!

Hmmm? SOMEHOW THAT REMINDS ME OF *SOMEONE!*

UNFORTUNATELY, I'M JUST GONNA HAVE TO --

-- WADE THROUGH THESE OTHER CRITTERS BEFORE I CAN RESCUE MATTIE!

WHOMP

ICK! ICK! ICK! ICK! ICK!

THANKS FOR THE ASSIST, SPIDEY, BUT I THINK I WAS WEARING HIM DOWN.

THE ONLY OTHER THING I WANT TO SAY IS...

NOW HOWS ABOUT YOU LEND A HAND HERE, WEBS-ONE, AND WE WRAP THESE PUPPIES UP!

Huh?

THWAP

WRAPPING UP WAS EXACTLY WHAT I HAD IN MIND!

IF YOU WOULD BE SO KIND AS TO DO THE FLYING THING, WE CAN TIE THEM UP AND...

I'M THINKING THEY'D RATHER NOT PLAY ANYMORE!

ARRRR!

DO WE GO AFTER THEM?

NO. THEY MOVE A LOT FASTER UNDERGROUND AND ARE PROBABLY HALFWAY BACK TO *MONSTER ISLAND.*

I'LL DROP A DIME TO THE FANTASTIC FOUR AND HAVE REED RICHARDS CHECK UP ON THEM.

GREAT. NOW IT'S TIME TO GREET OUR PRESS.

THAT'S SPIDER-WOMAN! NOT SPIDER-GIRL! OR SPIDER-LASS! OR SPIDER-KID!

MATTIE! WE'VE GOT TO TALK.

IN A MINUTE. YOU KNOW YOU REALLY COULD LEARN SOMETHING ABOUT PUBLIC RELATIONS --

NOW!

HEY! YOU'RE PRETTY STRONG! HOW OLD ARE YOU?

ARE YOU MARRIED? HAVE YOU EVER CONSIDERED A YOUNGER WOMAN?

MATTIE!

THIS IS SERIOUS. THERE'S A SERIAL KILLER WHO SEEMS TO BE STALKING --

THIS ABOUT THE SPIDER-WOMAN THING?

I READ ALL ABOUT IT.

I'M *NOT* AFRAID OF ANY --

YOU *SHOULD* BE! YOU'RE JUST A *KID!*

Oh DON'T GET LIKE THAT.

YOU'RE A KID... AND THAT'S OKAY.

BUT YOU ARE IN WAY OVER YOUR HEAD ON THIS ONE.

AND I SHOULD KNOW, I'VE BEEN THERE PLENTY OF TIMES MYSELF.

HECK! LISTEN TO ME TRYING TO SOUND LIKE THE SAGE OLD MAN.

YOU KNOW I'M NOT ***THAT*** MUCH OLDER THAN YOU ARE NOW. HOW OLD ***ARE*** YOU?

FIFTEEN.

FIFTEEN. I WAS JUST A LITTLE OLDER THAN YOU WHEN I STARTED THIS WHOLE SPIDER-MAN THING.

OKAY?

WHAT DO YOU THINK?

WHAT DO I THINK?

I THINK YOU'RE NOT ***NEARLY*** AS ***COOL*** AS I ***THOUGHT*** YOU ***WERE.***

I THINK YOU'RE ***JEALOUS***, BECAUSE I'VE GOT BETTER POWERS AND THE PRESS ***LIKES*** ME!

I THINK ***I'M DONE WITH YOU*** AND WOULDN'T HANG AROUND WITH YOU IF ***MY LIFE DEPENDED ON IT!***

BUT THAT'S ***EXACTLY*** MY ***POINT!*** YOUR LIFE ***DOES*** DEPEND ON YOUR LISTENING TO ME --

MATTIE...

SCHRACK

...GET DOWN!

YOU... YOU... SAVED ME -- EVEN THOUGH YOU'RE MAD AT ME!

EVEN THOUGH I YELLED AT YOU!

WELL, SURE!

DID YOU SEE HIM? SEE WHERE HE WENT TO?

NO, BUT HE'S STILL HERE... SOMEWHERE!

LET'S GET TO SOLID GROUND BEFORE --

MATTIE!

SPIDER-MAN...

...HELP?

WHOEVER HE IS... HE'S *FAST!*

I NEVER SAW HIM GRAB HER!

AND FROM THE LOOK OF THINGS, MATTIE'S NOT FARING MUCH BETTER.

THIS IS WHAT I WAS AFRAID OF.

SHE'S JUST A KID WITH TREMENDOUS POWERS.

A ***SCARED*** KID WHOSE LIFE IS IN DANGER.

HANG ON, MATTIE! I'VE GOT YOU!

I CAN'T SEE HIM!

WHAT DO I DO? HOW --

I'VE GOT YOU.

HANG ON AND I'LL GET YOU TO --

FOOMPH

>KAFF< >KAFF< WHAT IS THIS?

MATTIE! HOLD ON! I'LL BE RIGHT --

ARRGH!

WHAT WAS THAT?

FEELS LIKE EVERY NERVE IN MY BODY WAS FRIED.

MATTIE?

I'VE GOT YOU.

AND I'M NOT GOING TO LET *ANYTHING* HAPPEN TO YOU.

WHO ARE YOU?

A MAN. HOW INTERESTING.

NOOOO!

MAKE IT *STOP!*

STOP IT! YOU'RE *KILLING* HER!

I SAID...

...STOP!

YEARGH!

YOU! THERE IS SOMETHING ABOUT *BOTH* OF YOU!

YOU HAVE *HURT* ME! I CANNOT CONTINUE THE DRAINING TODAY! I HAVE NO CHOICE BUT TO *KILL* YOU BOTH!

AND THEN I WILL BE THE ONLY SPIDER-WOMAN ALIVE!

TO BE CONTINUED

IN PETER PARKER #5! DON'T DARE MISS IT!

MARVEL COMICS

MAY
#5

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER™ SPIDER-MAN®

ONE OF THESE WOMEN WANTS SPIDEY® DEAD

FIND OUT INSIDE!

MACKIE
SEARS
HANNA

WWW.MARVEL.COM

THE GUY WEARING THE FUNNY UNDERWEAR IS **SPIDER-MAN.** THE GAL ISN'T.

HE'S THE STAR OF THIS BOOK AND IS USUALLY A SOLO ACT...

...WHICH IS WHY HIS NAME IS PLASTERED ACROSS THE FRONT COVER.

BUT THIS MONTH WE'VE TAKEN IT UPON OURSELVES TO INTRODUCE TO YOU A YOUNG LADY WHO IS CALLING HERSELF **SPIDER-WOMAN.**

THAT'S HER IN SPIDEY'S ARMS.

WE KNOW SHE'S NOT LOOKING SO GOOD RIGHT NOW...

...BUT YOU SEE SHE AND SPIDER-MAN WERE PUT THROUGH THE WRINGER A SHORT TIME AGO.

THERE HAVE BEEN A COUPLE OF OTHER WOMEN WHO HAVE WORKED UNDER THE SPIDER-WOMAN MONIKER IN THE PAST, BUT THEY DECIDED TO RETIRE FROM THE LIFE OF SPANDEX AND BAD GUYS FOR AWHILE.

THAT LEFT THE SPIDER-WOMAN GUISE FREE AND CLEAR FOR MATTIE...

...THAT'S HER NAME, MATTIE FRANKLIN. SHE'S FIFTEEN YEARS OLD, POWERFUL BEYOND ALL REASON AND DETERMINED TO DO **SOMETHING** WITH THE STRENGTH SHE ACQUIRED THROUGH A QUASI-MYSTICAL CEREMONY SHE PARTICIPATED IN CALLED **THE GATHERING OF FIVE.**

FOR AWHILE MATTIE WAS GOING AROUND AND PRETENDING SHE WAS OLD SPIDEY HIMSELF, BUT... WELL, THAT, DIDN'T WORK OUT.

SO SHE WENT FOR THE WEBS AGAIN AND CLAIMED THE UNUSED SPIDER-WOMAN TITLE.

AND, WOULDN'T YOU KNOW IT, SOMEONE ELSE HAD HER EYES SET ON IT AT THE VERY SAME TIME...

...SOMEONE WHO WANTED THE NAME AND THE POWERS AND DIDN'T REALLY WANT ANY PRETENDERS LEFT ALIVE AND BREATHING.

SPIDEY FOUND HIMSELF TRYING TO PROTECT MATTIE FROM THIS EVIL SPIDER-WOMAN AND... WELL...

See Amazing Spider-Man #5 -- Ringer-Ralf.

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...THAT'S HOW HE FOUND HIMSELF, BEATEN, BLOODIED AND BRUISED, SWINGING HIGH ABOVE THE CITY WITH ONE SPIDER-WOMAN IN HIS ARMS AND THE OTHER ONE LOOKING TO KILL HIM SOMEWHERE BEHIND HIM.

YOU HANG ON, KID. I'LL GET YOU SOMEWHERE SAFE.

SOMEWHERE ***SHE*** WON'T BE ABLE TO GET TO YOU. I HOPE.

THAT ***STING***, OR ***WHATEVER*** IT WAS, THAT... THAT... OTHER SPIDER-WOMAN HIT ME WITH IS STILL MAKING MY HEAD SWIM. I'M LUCKY I WAS ABLE TO GET AWAY WITH MATTIE AT ALL.

PLUS... I PROMISED MARY JANE I'D TAKE HER TO THE AIRPORT TONIGHT, AND IF SHE FINDS OUT THAT I'M BACK IN THE WEBS AFTER I SWORE TO HER I WAS GIVING UP MY SPIDER-MAN IDENTITY...

WHICH IS WHY WE'RE CALLING THIS STORY...

STAN LEE PRESENTS: THE TROUBLE WITH GIRLS

HOWARD MACKIE
BART SEARS
SCOTT HANNA
STORY AND ART

MARK BERNARDO
COLORS

RICHARD STARKINGS & COMICRAFT'S LIZ AGRAPHIOTIS
LETTERS

RALPH MACCHIO
EDITOR

BOB HARRAS
CHIEF

...MAN...

...AM...

...I...

...IN...

...TROUBLE!

I MISJUDGED THAT JUMP *BIG TIME!*

TOO OUT OF IT TO BE RUNNING THE ROOFTOPS WITH HER IN MY ARMS.

GOT TO TAKE A BREATHER. SEE IF THIS VENOM THING WILL WEAR OFF.

FEELS MORE LIKE SOME SORT OF NEURAL DISRUPTER THAN AN ACTUAL POISON.

I SHOULD BE FINE.

FAMOUS LAST WORDS.

JEEZ! LOOK AT HER. SHE'S JUST A KID!

HOW DID SHE GET TANGLED UP IN THIS MESS?

FROM THE LITTLE BIT I'VE BEEN ABLE TO PIECE TOGETHER, IT STARTED WHEN SHE GOT INVOLVED WITH MY OLD ENEMY NORMAN OSBORN...

... AND THE GATHERING OF FIVE CEREMONY. THE THING THAT FINALLY SENT NORMAN WELL OVER THE EDGE OF INSANITY.

SHE GOT THE POWER OSBORN WANTED.

AND WHEN I DECIDED TO GIVE UP BEING SPIDER-MAN... SHE WENT FOR IT... BECAME SPIDEY.

SHE'S A FAN OF MINE.

WANTED THE WORLD TO *ALWAYS* HAVE A SPIDER-MAN.

THE IRONIC THING IS THAT IT WAS *HER* THAT GOT ME BACK INTO THE COSTUME.

WHEN THE FLAMING SKELETON CALLED *SHADRAC* APPEARED AND STARTED TEARING INTO HER...

...I COULDN'T SIT BY AND WATCH. THEN I HAD HER QUIT BEING SPIDER-MAN.

IT TOOK A FIFTEEN YEAR OLD TO REMIND ME OF THE HARSHEST LESSON OF MY LIFE.

WITH GREAT POWER MUST ALSO COME GREAT RESPONSIBILITY.

WHERE DID YOU COME FROM, KIDDO? AND HOW DID YOU GET THESE POWERS? SPECIFICALLY!

I'M NOT A KID.

WHERE IS *SHE?*

THE NUTCASE THAT JUMPED ME.

I DON'T KNOW. BUT I DON'T THINK WE LOST HER FOR *GOOD.* SHE STRIKES ME AS THE DETERMINED TYPE.

SO YOU REALLY WANT TO KNOW HOW I GOT TO BE LIKE I AM?

IT STARTED WHEN OSBORN CONTACTED MY BELOVED FATHER TO TAKE PART IN THE GATHERING OF FIVE CEREMONY.

DADDY HAD ONE OF THE MISSING CEREMONIAL PIECES IN HIS OWN COLLECTION.

I JUST SO HAPPENED TO HAVE OVERHEARD OSBORN'S OFFER AND TOOK IT UPON MYSELF TO TAKE PART IN THE CEREMONY.

ANYTHING TO GET OUT OF THAT HOUSE.

OSBORN DIDN'T SEEM TO MIND A KID JOINING IN.

I THINK HE THOUGHT HE HAD A LOCK ON THE POWER THING.

WHEN THE CEREMONY WAS OVER I ASSUMED I HAD DRAWN THE DEATH CARD.

I BLACKED OUT WITH WHAT I NOW REALIZE WAS A *POWER* OVERLOAD.

I WAS HURTIN' FOR SOME TIME AFTER THAT ONE. AND SOMEHOW I MANAGED TO FIND MY WAY HOME WHERE I TRIED TO FIGURE OUT *WHAT* TO DO WITH MY NEW POWERS. THEY WERE *INCREDIBLE!*

YOU HAVE NO IDEA WHAT IT'S LIKE TO WAKE UP ONE DAY TO --

ACTUALLY, I DO.

WHATEVER. ANYWAY, YOU HAD BAILED ON THE WEB-SLINGING THING, SO I THOUGHT --

UGPH!

YOU NEED A DOCTOR.

NO!

I'M GOING TO BE FINE. I JUST NEED A LITTLE REST. MY POWERS'LL KICK IN AND I'LL BE AS GOOD AS NEW.

I HATE THEM! THEM AND *HOSPITALS!* MY MOTHER... THEY...

FF

THAT'S MORE THAN WE CAN SAY FOR THAT DESK... OR *MY* BACK.

SORRY. THE PAIN...

I'M SORRY FOR THROWING YOU LIKE THAT.

BUT I NEED YOU TO PROMISE YOU WON'T TAKE ME TO A DOCTOR OR A HOSPITAL NO MATTER *WHAT!*

WELL... Er... I ... OKAY.

THANKS.

WONDERFUL!

NOW WHAT DO I DO?

I'VE GOT AN UNCONSCIOUS TEENAGER, THE BAD GUY OR GIRL CLOSING IN ON US AND I'M STILL FEELING PRETTY BEATEN UP.

I'M GOING TO NEED SOME HELP IF I'M GOING TO KEEP US BOTH ALIVE THROUGH THE NIGHT.

HELP -- AND A GOOD DEAL OF *LUCK.*

LUCK!

THAT'S IT! I KNOW WHO I CAN GO TO FOR HELP!

MAN! IS MARY JANE GOING TO KILL ME IF SHE EVER FINDS OUT ABOUT ALL *THIS!*

MEANWHILE, IN THE LUXURY APARTMENT BUILDING IN WHICH PETER PARKER LIVES WITH HIS WIFE MARY JANE AND HIS WIDOWED AUNT MAY...

-HUFF-
-HUFF- I'M TELLING YOU-AUNT MAY, YOU REALLY DON'T HAVE TO WORRY ABOUT MY FINANCIAL SET-UP.

I'M PAYING MY BUSINESS MANAGER A LOT OF MONEY TO KEEP AN EYE ON IT ALL.

I'M SURE YOU ARE, DEAR, IT'S JUST THIS LIFESTYLE...

THE APARTMENT, THE JET-SETTING, ALL THE EXTRAVAGANCES. THEY JUST SEEM SO EXTREME. I'M USED TO A SMALL HOUSE IN FOREST HILLS.

THEY ALSO SAY A PENNY SAVED IS A PENNY EARNED.

YOU KNOW WHAT THEY SAY...

...YOU'VE GOT TO SPEND MONEY TO MAKE MONEY.

GOOD ONE.

BUT YOU REALLY SHOULDN'T WORRY.

MY MODELING CAREER IS GOING SO WELL, I CAN'T EVEN KEEP TRACK OF ALL THE DOLLARS I'M EARNING.

AND THAT'S WHAT WORRIES ME.

BRRING

I'LL GET IT.

IT'LL BE PETER WITH SOME EXCUSE FOR BEING LATE TO TAKE ME TO THE AIR-PORT.

HELLO, MJ'S HOUSE OF EXCUSES! WHAT'S YOURS?

!

?

...

DON'T YOU HANG UP ON ME!

I KNOW YOU!

I KNOW YOU!

!--

FWAM

ARE YOU ALL RIGHT, DEAR? YOU LOOK QUITE SHAKEN.

I'M FINE, AUNT MAY. COULDN'T BE BETTER.

PETER? WHERE *ARE* YOU? I THOUGHT WE WERE DONE WITH *THAT* PART OF OUR LIFE.

A SHORT TIME LATER...

THE LADY'S NAME IS FELICIA HARDY.

SOMETIMES SHE GOES BY THE COSTUME-APPROPRIATE MONIKER -- THE BLACK CAT.

IN THE PAST, SHE HAS BEEN KNOWN TO BE ONE OF THE BEST CAT BURGLARS THIS OR ANY OTHER CITY HAS EVER SEEN.

NOW SHE'S DECIDED TO WALK THE STRAIGHT AND NARROW, TO BE LEGIT, TO OPERATE AS A PRIVATE INVESTIGATOR AND NOT BREAK ANY MORE LAWS.

MOSTLY!

A GIRL DOES HAVE TO HAVE SOME FUN!

SO MUCH TO STEAL AND SO LITTLE TIME.

I DO *LOVE* THIS CITY.

WHERE ELSE COULD A GIRL LIKE ME INVESTIGATE SOME OF THE TOP CROOKS AND CORPORATE BAD GUYS DURING THE DAY...

...AND ROB THEM BLIND AT NIGHT?

IF I WOULD HAVE KNOWN THAT THE STRAIGHT LIFE COULD BE SO PROFITABLE, I WOULD HAVE DONE IT YEARS AGO.

WELL, OFF TO WORK I GO --

CAT...

...I NEED YOUR HELP!

A SHORT TIME LATER...

I APPRECIATE THIS, FELICIA. I REALLY DIDN'T KNOW WHERE ELSE TO TURN.

NOT A PROBLEM, BUDDY. YOU CAN HANG HERE FOR AS LONG AS YOU NEED TO.

IT'LL ONLY BE UNTIL I SHAKE WHATEVER IT IS THAT OTHER SPIDER-WOMAN DID TO ME.

I *AM* STARTING TO FEEL A BIT BETTER.

YOU KNOW... FOR AS LONG AS I'VE KNOWN YOU YOU'VE HAD TROUBLE WITH GIRLS, BUT...

...ISN'T SHE JUST A *LITTLE* TOO YOUNG FOR YOU?

I AM *NOT* TOO YOUNG.

AND I'M GETTING OUT OF...

...HERE...

WHAT DO YOU WANT ME TO DO?

SHE'S GOING TO TRACK US DOWN. I JUST NEED A LITTLE MORE OF A BREAK. IF YOU WATCH MY BACK UNTIL THEN...

Ohh... I'VE BEEN DOING *THAT* FOR YEARS!

SHE IS NEARBY.

I CAN ALL BUT TASTE HER POWER.

CALLING TO ME, TAUNTING ME FROM --

--THERE!

MEANWHILE...

MJ, YOU WANT TO CLUE ME IN ON WHY WE HAD TO RUSH AUNT MAY OUT TO YOUR AUNT ANNA'S HOUSE IN QUEENS...

...AND NOW WE'RE FRANTICALLY RUSHING TO THE DAILY BUGLE LOOKING FOR PETER? YOU EVEN CANCELED YOUR AIRPLANE FLIGHT.

I'M JUST WORRIED IS ALL. HE'S MY HUSBAND, JILL!

I AM ALLOWED TO WORRY ABOUT HIM, AREN'T I?

DOES THIS HAVE ANYTHING TO DO WITH THE PHONE CALLS AUNT MAY SAYS YOU'RE GETTING? BECAUSE IF THEY'RE OBSCENE OR ANYTHING... I'M SURE MY DAD COULD HELP WITH --

NO! I JUST NEED TO FIND PETER!

WHOA! CHILL, MJ. I'M ON *YOUR* SIDE... THE WHOLE BEST FRIEND THING... REMEMBER?

I'M SORRY, I JUST NEED TO FIND HIM.

DAILY BUGLE

THERE'S STUFF BETWEEN ME AND PETER... STUFF I THOUGHT WAS LONG BURIED... I JUST WILL FEEL BETTER WHEN I FIND HIM.

AT THAT MOMENT...

SO, KIDDIES, WHAT'S IT GOING TO BE? CHINESE OR ITALIAN?

THEY ALL DELIVER.

YOU CHOOSE, CAT, I'M STILL NOT FEELING TOO HUNGRY.

YEAH, ME NEITHER.

NONE OF THIS COSTUMED STUFF IS WORKING OUT FOR ME.

MAYBE I SHOULD JUST GIVE UP ON IT ALL.

MAYBE SOME PEOPLE JUST AREN'T CUT OUT FOR THIS WHOLE POWER THING.

MAYBE --

Er...

...SPIDER-MAN...

KRASH!

...HELP!

NO ONE CAN HELP YOU, KID.

YOU'VE GOT SOMETHING I WANT... I *NEED!*

AND I'M NOT GOING TO BE STOPPED BY *ANYONE* UNTIL I GET IT!

BUT YOU *WON'T MIND* IF I GIVE IT THE OLD COLLEGE TRY, *WILL YOU!*

THIS IS NONE OF YOUR *BUSINESS,* SPIDER-MAN.

YOU MIGHT SAY THIS IS A *GIRL* THING.

SO *BACK OFF* BEFORE I --

DID SOMEONE SAY A "*GIRL THING*"?

LAST TIME I CHECKED I WAS A GIRL, SO...

SHRIK

YOU JUST MADE A *BIG* MISTAKE, LADY!

WOULDN'T BE THE FIRST TIME.

SPIDER-WOMAN, OR WHOEVER YOU ARE...

CAT! BE *CAREFUL!* SHE'S *DANGEROUS* AND *FAST!*

I HAVE NO TIME FOR THESE DISTRACTIONS!

ALL THIS FIGHTING IS RIDICULOUS.

THWOMP

...GO GET HER!

SINCE YOU CARE SO MUCH FOR THIS ONE, SPIDER-MAN...

BETTER BE QUICK WITH YOUR CHOICE, SPIDER-MAN.

WHO'S IT GOING TO BE? THE BLACK CAT, OR THE KID?

AT THAT MOMENT, IN THE CITY ROOM OF THE DAILY BUGLE...

MARY JANE AND JILL STACY MEET WITH ACE REPORTER BETTY BRANT TO SEE IF SHE CAN HELP THEM FIND PETER.

THAT'S THE LAST I SAW HIM, MJ.

HE DROPPED OFF SOME PHOTOS AND THEN...

...JUST AS WE WENT INTO OVERDRIVE ON THIS SPIDER-WOMAN STORY, HE TOOK OFF.

HE DIDN'T SAY *WHERE* HE WAS GOING, DID HE?

IF HE DID, I WASN'T LISTENING.

BUT COME ON, MJ, YOU KNOW HOW TRUSTWORTHY PETER IS.

HE'LL BE FINE.

HE'S PROBABLY AT HOME WAITING FOR YOU RIGHT NOW.

YEAH... PROBABLY CURLED UP IN AN EASY CHAIR...

"...AND READING A BOOK."

CAT...

...I'VE...

THWAP

...GOT YOU!

THANK YOU, SIR. NOW HOW ABOUT WE KICK SOME ARACHNID TAIL?

SOUNDS LIKE A PLAN TO ME!

EXCUSE ME, LADY, BUT...

...LET'S KEEP THIS BETWEEN THE ADULTS, OKAY?

UGH!

YOU WANT TO SAVE A LITTLE FOR ME, WEBS!

DO YOU ACTUALLY BELIEVE YOU CAN STOP ME FROM TAKING WHAT I WANT?

BUT OF COURSE.

I DON'T EVEN *CARE* WHAT YOU WANT.

BUT I *AM* GOING TO STOP YOU!

ESPECIALLY IF IT MEANS THAT NOBODY ELSE IS GOING TO GET *HURT!*

YOU ARE BECOMING A REAL *PAIN!*

I NEED TIME... NEED TO FIGURE OUT... HOW SHE... WHY YOU... I NEED *TIME!*

TAKE ALL THE TIME YOU WANT, BUT TAKE IT SOMEWHERE ELSE!

THIS ISN'T OVER, YOU KNOW?

YOU ARE RIGHT ABOUT THAT, LADY.

NOT OVER FOR *EITHER* OF US!

THAP

WAS THAT ONE OF YOUR PATENTED *SPIDER-TRACERS?*

THOUGHT MAYBE I'D LOOK HER UP AFTER I GOT MATTIE TO A DOCTOR.

BUT YOU PROMISED...

SORRY, BUT YOU'RE TOO SICK FOR ME TO BE DRAGGING YOU AROUND HALF THE CITY.

YOUR CALL.

THE HOSPITAL OR I TAKE YOU HOME TO YOUR FATHER --

THE HOSPITAL.

YOU KNOW, SPIDEY... YOU CAN SWEEP *ME* OFF MY FEET ANYTIME. AND IF THINGS DON'T WORK OUT BETWEEN YOU AND WHOEVER...

THANKS, CAT...

...YOU'LL BE THE FIRST TO KNOW.

I HOPE SO.

AT THAT MOMENT...

RRING

RRING

RRING

RRING

I CAN HANDLE THIS, PETER.

I'M NOT GOING TO LET THEM DO THIS TO US AGAIN.

WE'RE GOING TO HAVE A LIFE.

TWAM

I PROMISE.

THE END

MARVEL COMICS

JUN
#6

APPROVED BY THE COMICS CODE AUTHORITY

THE AMAZING SPIDER-MAN®

WELCOME TO MY PARLOR...

...SAID THE SPIDER-WOMAN TO THE MAN!™

MACKIE
BYRNE
NANNA

HAVE YOU GUYS EVER LIED TO SOMEONE YOU LOVED?

YOU KNOW... LIKE YOUR WIFE, YOUR GIRLFRIEND, YOUR ***MOTHER?*** SOMEONE YOU TELL ***EVERYTHING*** TO.

OKAY... NOT EXACTLY ***LIED,*** BUT NOT TOLD THEM THE ENTIRE TRUTH.

YOU KNOW... LIKE WHAT YOU DO WHEN YOU GO OUT AT NIGHT?

THIS LYING THING... IT JUST DOESN'T SET RIGHT WITH ME.

I WAS NEVER REALLY GOOD AT IT.

ESPECIALLY NOT WITH ***HER.***

HELLO!

ARE YOU GUYS ***LISTENING?***

Er... SORRY, *SPIDER-MAN,* BUT I THINK JACK HERE IS GOING TO LOSE HIS LUNCH!

NEITHER ONE OF US IS A *HUGE* FAN OF HEIGHTS.

Hmmph! MAYBE YOU SHOULD HAVE THOUGHT ABOUT THAT BEFORE TRYING TO ROB A *CHURCH* COLLECTION BOX AT GUNPOINT AND THEN FIRING *WILDLY* AT ME WHEN I TRIED TO STOP YOU!

BET YOU'LL THINK *TWICE* BEFORE DOING SOMETHING LIKE THAT AGAIN, NOW WON'T YOU?

Y-YES, SIR!

STAN LEE PRESENTS:

Truth be Told (...or not)

HOWARD MACKIE/JOHN BYRNE STORY & ART SCOTT HANNA INKS
JOE ROSAS COLORS RICHARD STARKINGS & COMICRAFT LETTERS
RALPH MACCHIO EDITOR BOB HARRAS CHIEF

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GOOD ANSWER!

WHO *SAYS* COSTUMED SUPER HEROES CAN'T BE A DETERRENT TO CRIME?

HANG ON *TIGHT* NOW...

...AND *DO* MAKE SURE TO TELL THE POLICE *EVERY-THING!*

OR YOU'LL BE JOINING ME FOR *ANOTHER* TOUR OF THE CITY ROOF-TOPS!

WE DID IT! WE DID IT! *WE DID IT!*

YOU DID *WHAT?*

EVERYTHING! YOU NAME IT... WE *DID* IT! JUST DON'T LET *HIM* NEAR US AGAIN! PLEASE?

WELL NOW... FELONS WITH GUNS... THE *EASY* PART OF MY NIGHT.

I *CAN'T* KEEP THIS UP.

I CAN'T NOT TELL *MARY JANE* THAT I'VE TAKEN UP MY SPIDEY IDENTITY AGAIN AFTER PROMISING HER I WAS GIVING IT UP FOR *GOOD.*

I *KNOW* SHE'S GOING TO BE MAD AT ME...

I HAVEN'T TOLD HER ABOUT MATTIE, ABOUT SHADRAC, ABOUT SENATOR WARD... ABOUT THIS *NEW* SPIDER-WOMAN...

...OR ANYTHING *ELSE* THAT'S HAPPENED SINCE I CUT HER OUT OF A VERY LARGE PART OF MY LIFE.

... BUT THIS LYING BY OMISSION THING IS KILLING ME.

SHE STILL BELIEVES THAT IT'S SOMEONE *ELSE* IN THE COSTUME. THAT I HAVEN'T PUT IT ON SINCE MY LAST SHOWDOWN WITH THE GREEN GOBLIN.

In Peter Parker #98 -- Rememberin' Ralf.

MATTIE...?

IT *ALL* KEEPS COMING BACK TO HER.

IF IT WASN'T FOR HER TAKING ON THE SPIDER-MAN GUISE, AFTER I GAVE IT UP, AND ALMOST GETTING KILLED BY SHADRAC...

...I WOULDN'T HAVE FELT COMPELLED TO GET BACK INTO THE COSTUME IN THE FIRST PLACE.

AND NOW SHE REAPPEARS AS THE LATEST VERSION OF SPIDER-WOMAN...

...*JUST* WHEN SOMEONE ELSE DECIDES ALL SPIDER-WOMEN MUST *DIE!*

SO IT'S *ALL* MATTIE'S FAULT.

I WOULDN'T *BE* SPIDER-MAN AGAIN IF NOT FOR HER, WOULDN'T HAVE GOTTEN MY HEAD HANDED TO ME BY THE EVIL SPIDER PERSON, WOULDN'T HAVE HAD TO TAKE THE TIME TO SAVE HER LIFE AND GET HER TO A DOCTOR...

...*AND* COULD'VE TAKEN MY SUPER-MODEL WIFE TO THE AIRPORT LIKE I PROMISED.

PLUS MY LIFE WOULD BE FINE AND NORMAL.

YEAH... *RIGHT!*

PETER? IS THAT YOU?

YES, *AUNT MAY,* IT'S ME... THE *LATE* HUSBAND AND NEPHEW.

SO... EXACTLY HOW MAD *IS* MY BELOVED SPOUSE?

YOU'D HAVE TO ASK HER THAT, DEAR.

BUT YOU'RE LOOKING A LITTLE SALLOW, DEAR. ARE YOU FEELING WELL?

I'M FINE... REALLY. I --

HELLO, PETER.

MJ! HI!

LISTEN... I CAN EXPLAIN. I --

I'M SURE YOU CAN.

BUT AUNT MAY IS RIGHT... YOU DON'T LOOK TOO GOOD. ARE YOU OKAY?

YEAH. I JUST... YOU AND I HAVE GOT TO TALK.

RRING

I'LL GET IT.

NO! I'VE GOT IT.

HELLO --

JUST A WRONG NUMBER.

COME ON, TIGER... YOU SAID YOU WANTED TO *TALK!*

WHY DON'T YOU GET READY, AUNT MAY. *JILL* IS GOING TO BE HERE ANY MINUTE.

FWAMM

WE'RE TAKING AUNT MAY OUT FOR A TOTAL MAKEOVER, PETER. HAIR, CLOTHES, THE WORKS!

IS EVERYTHING OKAY, MJ. YOU SEEM... I DON'T KNOW... A BIT HYPER!

COME ON, TIGER... WHAT COULD BE WRONG? SO I MISS ONE PHOTO SHOOT? WHAT'S THE BIG DEAL? MY BAD FOR BEING OUT OF TOWN SO MUCH ANYWAY.

NOW COME HERE AND GIVE ME A --

OUCH!

PETER? WHAT'S WRONG?

NO. I DON'T WANT YOU TO HAVE TO MAKE ANYTHING UP.

I... I... JUST NEED TO KNOW THE ANSWER TO ONE QUESTION.

PETER... ARE YOU SPIDER-MAN AGAIN?

NO.

NO I'M NOT.

THANK YOU.

FOR A MINUTE... AND I KNOW IT'S SILLY... I THOUGHT... THANK YOU!

SO... WHAT DID YOU WANT TO TALK ABOUT?

NOW I'VE GOT TO ASK *YOU* SOMETHING...

ANYTHING, TIGER.

IS THERE *ANY* REASON WHY I SHOULDN'T ANSWER THE PHONE?

RR/NG

NONE.

BUT LET ME GET IT FOR YOU.

OH! HOW YOU DOING?

HE'S RIGHT HERE.

IT'S ROBBIE ROBERTSON FROM THE BUGLE.

I'M OFF WITH JILL AND AUNT MAY. WE'RE TAKING HER TO SAM AND ALEX'S HOUSE OF BEAUTY. MEET US FOR DINNER IF YOU GET THE CHANCE.

I'LL BE THERE.

HI, ROBBIE, WASSUP?

IT'S THIS NEW SPIDER-WOMAN, THE BAD GIRL, SHE'S BEEN SIGHTED.

JONAH WANTS PICTURES FOR THE MORNING EDITION. YOU UP FOR IT?

ELSEWHERE...

GET... ...AWAY! LEAVE ME ALONE!

I DON'T WANT TO *HURT* ANYONE!

I DON'T WANT TO DO THE THINGS *HE* WANTS ME TO DO!

I...I... I... WANT MY LIFE BACK.

WHAT? YOU THINK YOU CAN SNEAK UP ON ME?

DID YOU THINK I WOULDN'T *NOTICE?*

I *DID!*

IT WOULD HAVE BEEN SMARTER HAD YOU JUST BACKED OFF.

I WOULD HAVE LEFT EVENTUALLY.

NOW YOU'VE ONLY MADE ME MAD!

MY THERAPIST SAYS I HAVE ANGER ISSUES.

BUT I DIDN'T WANT THIS.

NONE OF IT.

NOT THE POWERS...

...THE COSTUME...

...NONE OF IT!

I THINK SHE MAY HAVE BEEN RIGHT, HOW ABOUT YOU?

I HATE SPIDERS!

NOW YOU'RE HURTING MY *FEELINGS!*

LEAVE ME *ALONE!*

HAVEN'T YOU HAD ENOUGH?

DO YOU SOMEHOW GET SOME SORT OF THRILL FROM ALL THIS FIGHTING?

I'D LIKE TO SAY IT PAYS THE BILLS, BUT, IN FACT, IT DOESN'T!

AND *HE* WOULD BE...

I...

WELL, I DON'T LIKE VIOLENCE! I *NEVER* HAVE! THAT'S WHY THIS... ALL OF THIS... IS SO STUPID. I HAVE NO IDEA WHY I'M DOING WHAT I'M DOING!

I ALMOST KILLED THOSE THREE WOMEN... THOSE THREE OTHER SPIDER-WOMEN! ABSORBING THEIR POWERS AND... I'M SUPPOSED TO *KILL* YOU!

TAKE A NUMBER.

HE WANTS YOU DEAD, YOU IDIOT!

...I DON'T KNOW.

I JUST *KNOW* HE WAS A *DOCTOR* OF SOME SORT.

I NEVER REALLY SAW HIM, BUT...

...HE WAS ALWAYS THERE.

HURTING ME.

TURNING ME INTO... INTO... WHAT I'VE *BECOME.*

A *DOCTOR*...? WHO?

I SAID I DON'T *KNOW!*

I DON'T REMEMBER *MUCH.* WHO I AM... WHERE I COME FROM...

BUT I DO REMEMBER *ONE* THING...

AFTER I GOT THE POWERS FROM THE *OTHER* SPIDER-WOMEN...

I'M SUPPOSED TO *KILL* YOU!

YOU DON'T SEEM TO BE DOING A VERY GOOD JOB.

HOW CAN YOU JOKE ABOUT THIS?

YOU GET USED TO IT AFTER AWHILE.

SORRY... I *DO* WANT TO HELP YOU.

I DON'T WANT YOUR *HELP*...

I WANT YOUR LIFE!

ELSEWHERE...

SORRY... VISITING HOURS ARE OVER.

NOT FOR ME THEY'RE NOT!

DO YOU HAVE ANY IDEA WHO I AM, YOUNG LADY?

YES, MR. JAMESON, I KNOW *EXACTLY* WHO YOU ARE. I READ THE BUGLE EVERY DAY WITH MY MORNING COFFEE, BUT *RULES* ARE RULES NO MATTER *HOW* LOUDLY YOU YELL AT ME.

WHY I OUGHTTA --

JONAH, DEAR, REMEMBER... FLIES, HONEY...

YES, DEAR.

NURSE MELISSA, I WOULD CONSIDER IT A GREAT PERSONAL *FAVOR* IF YOU COULD SEE FIT TO LET US VISIT THIS LONGTIME FRIEND OF OUR FAMILY FOR JUST A MINUTE OR TWO.

WELL... SINCE YOU ASKED *SO* NICELY...

OH, *HI,* AUNT MARLA!

WHATCHA DOIN' HERE?

MATTIE, YOUR FATHER CALLED -- SAID YOU'D RUN AWAY AGAIN -- JONAH USED THE BUGLE RESOURCES TO DO A SEARCH AND FOUND YOU HERE. WHAT HAPPENED?

YOU KNOW DAD... HE AND I NEVER HAVE SEEN EYE TO EYE, SO I --

I *MEAN* HOW DID YOU WIND UP *HERE?* ARE YOU OKAY?

I'M FINE.

I WAS JUST IN THE WRONG PLACE AT THE WRONG TIME.

WALKED DOWN THE WRONG BLOCK AND FOUND MYSELF IN THE MIDDLE OF A FIGHT BETWEEN SPIDER-MAN AND SOME SCARY-LOOKING GIRL.

I GOT HURT... HE BROUGHT ME HERE... I'LL BE WALKING BY THE MORNING.

THAT'S THE WHOLE 411.

JONAH... YOU'RE LOOKING A LITTLE *RED.* YOU *OKAY?*

SPIDER-MAN! I SHOULD HAVE KNOWN! GOT TO CALL THIS IN!

I'LL BE BACK!

JONAH! DON'T FORGET YOUR BLOOD PRESSURE. BREATHE, DEAR, BREATHE!

YEAH, YEAH, YEAH! PUFF! PUFF! PUFF!

MATTIE, I'LL BE RIGHT BACK. I'M GOING TO MAKE SURE JONAH DOESN'T... I'VE GOT TO GO WITH HIM.

WHO ARE YOU?

Ah, YES -- LAST TIME YOU SAW ME I APPEARED TO BE NOTHING MORE THAN A SHRIVELED UP CORPSE.

HAVEN'T YOU GUESSED YET, MY DEAR, THAT *ALL* THE GIFTS OF THE GATHERING OF THE FIVE WERE NOT WHAT THEY SEEMED?

I AM **MADAME WEB!**

AND I HAVE A JOB FOR YOU.

MEANWHILE...

Uhhh! WHAT... WHAT HAPPENED?

WHAT HAPPENED, SPIDER-MAN, IS...

...MY LITTLE PET PROJECT HERE DID AS SHE WAS TOLD.

DOCTOR OCTOPUS?

YOU'RE BEHIND THIS?

BEHIND MORE THINGS THAN YOU COULD POSSIBLY *BEGIN* TO IMAGINE.

EVENTS ARE OCCURRING WHICH ARE BEYOND YOUR KEN, BUT *DO* INVOLVE US BOTH.

IT IS WHY I CHOSE TO CREATE THIS *SPIDER-*WOMAN.

AND THOUGH SHE REACTED PREMATURELY IN HER ATTACK ON YOU...

...I WOULD DEEM HER QUITE THE SUCCESS.

A SUCCESS WORTHY OF ONE OF *MY* INTELLECT.

"WHEN I FOUND HER, SHE WAS A NORMAL WOMAN, A FASHION DESIGNER OF SOME REPUTE.

"BUT SHE LIVED A DOUBLE LIFE. ONE WHICH ALLOWED OUR PATHS TO CROSS.

"AND IN HER I RECOGNIZED QUALITIES WHICH WOULD PROVE TO BE VALUABLE...

"...IN THE CREATURE I WISHED TO CREATE.

"WHEN I KIDNAPPED HER, AND CONDUCTED GENETIC TESTING, I NOTICED THAT HER OUTWARD APPEARANCES WERE NOT ALL THAT WERE SUITABLE TO MY EXPERIMENT.

"IT WAS A PAINFUL PROCESS, BUT, IN THE END, A SUCCESSFUL ONE.

"SHE DESPISED WHAT I HAD DONE TO HER... EVEN TRIED TO KILL ME SEVERAL TIMES.

"I WAS FORCED TO USE EXTREME MEASURES... TORTURE, SENSORY DEPRIVATION AND STARVATION.

"AND THEN...

"AND AS LONG AS I PROVIDED HER WITH A STEADY DIET...

"...SHE WAS MINE TO DO WITH AS I WISHED."

"...SHE WAS READY TO FEED.

HER ORCHESTRATED ATTACKS ON THE OTHER SPIDER-WOMEN WERE PART OF A TWO-FOLD PLAN.

FIRST, THEY *DID* POSSESS POWERS WHICH SHE WAS ABLE TO ABSORB.

BUT, JUST AS IMPORTANT, SHE WAS TO DRAW *YOUR* ATTENTION.

THIS SHE DID.

THEN, SHE WAS ABLE TO HYPNOTIZE YOU JUST AS A FEMALE SPIDER DOES THE MALE.

WHICH IS WHY MY SPIDER-SENSE DIDN'T WARN ME SHE WAS ABOUT TO ATTACK. BEFORE I SAW HER I WAS BEING MESMERIZED.

SO... I'M AWED BY YOUR GENIUS, DOC, BUT...

...NOW WHAT?

HEY -- YOU DON'T HAVE TO DO THIS!

OCK IS PLAYING WITH YOUR HEAD. YOU CAN FIGHT IT. YOU --

DRAINED MY POWERS?

DRAINED YOU OF YOUR POWERS -- AND SINCE SHE HAS ALREADY DRAINED YOU OF HERS ARE QUITE SECURE. DON'T BOTHER STRUGGLING, SPIDER-MAN. THOSE PSI-WEBS OF IT'S A SHAME YOU WON'T BE AROUND TO SEE IT. THE STUFF THAT'S COMING UP SOUNDS PRETTY EXCITING.

ALL OCK DID WAS TO SHOW ME MY TRUE FACE. TOO BAD FOR YOU.

SURE I COULD -- -- IF I WANTED TO!

NOW WE PUT AN END TO OUR LONG RELATIONSHIP, SPIDER-MAN. YOU *WILL* SERVE A ROLE IN FUTURE EVENTS AS THEY UNFOLD, BUT, IN ALL HONESTY... ...HAVING YOU ALIVE WOULD MOST CERTAINLY PROVE TO BE A HINDRANCE. I BELIEVE IT IS FEEDING TIME, MY DEAR.

NO... SHE DIDN'T!

AS A MATTER OF FACT IT HURT HER LIKE HECK WHEN SHE TRIED TO!

AIIIEE!

YOU'VE HURT HER, SPIDER-MAN. NOW IT IS *MY* TURN TO BE IMPRESSED.

BUT IT IS OF NO TRUE CONSEQUENCE.

NOW WE FIND OURSELVES IN SUCH FAMILIAR CIRCUMSTANCES.

BUT I HAVE NEITHER THE DESIRE NOR THE TIME TO FIGHT.

WELL, DOC...

BUT I DO RECALL THIS BEING A RELATIVELY EFFECTIVE TECHNIQUE!

...ME NEITHER!

THWAP

NO... IT IS SIMPLY *ANNOYING!*

SPIDER-WOMAN! GET OFF THE FLOOR AND *KILL* HIM!

YES, DOCTOR...

...AS YOU WISH!

I'M SENSING THAT YOU'RE NOT LEANING TOWARD A SUDDEN CHANGE OF HEART AND BECOMING A *GOOD* GUY... ER... GIRL... ER... *WOMAN!*

OH WELL, THERE ARE WAY TOO MANY OF US AROUND THESE DAYS, ANYWAY!

HEY! LOOK AT THE PRETTY FISHIES! WHAT ARE WE LIKE... UNDER WATER? I WONDER WHAT WOULD HAPPEN IF --

OH *BOY!* I HOPE EVERYBODY BROUGHT THEIR *SWIMMIES!*

No!

OCK IS DRAGGING SPIDER-WOMAN TO SOME SORT OF ESCAPE POD.

I'M SURE HE'LL LEAVE ROOM FOR ME BEFORE TAKING OFF!

YEAH... RIGHT!

OKAY... BREATHING IS A HIGHLY OVERRATED BODILY FUNCTION.

I'LL JUST SWIM UP TOWARD THE LIGHT AND...

...HOPE THAT I'M NOT IN THE MIDDLE OF THE ATLANTIC.

THE EAST RIVER?

WHY DO I GET THE FEELING THAT I HAVEN'T HEARD THE LAST OF DOC OCK OR SPIDER-WOMAN?

BECAUSE I *NEVER* DO!

SOME TIME LATER...

LOOK AT THIS!

I'M ALMOST ON TIME.

NOW IF I CAN REMEMBER TO COMPLIMENT AUNT MAY ON HER NEW...

...LOOK?

AUNT... MAY?

I ASSURE YOU, MY DEAR BOY...

...I AM NOBODY'S AUNT!

AND FOR *THIS* I WILL BE ETERNALLY GRATEFUL.

HEY, TIGER, YOU'RE JUST IN TIME FOR THE UNVEILING!

JILL, IF YOU'LL DO THE HONORS, PLEASE?

PRESENTING, THE ALL NEW, NEVER-BEFORE-SEEN --

-- MAY PARKER!

WELL, DEAR, WHAT DO YOU THINK?

YOU LOOK *TERRIFIC!*

WELL, THANK YOU, PETER.

NOW HOW ABOUT WE GO FOR CHINESE FOOD TO CELEBRATE... MY TREAT!

BY THE WAY, PETER, I RAN INTO FLASH EARLIER TODAY. HE WAS LOOKING FOR YOU.

SAID HE WANTED TO TALK TO YOU.

SOMETHING ABOUT SPIDER-MAN.

THAT'S ALL FLASH *EVER* WANTS TO TALK ABOUT.

"IT CAN WAIT."

THE HOME OF FLASH THOMPSON.

A PLACE OF MEMORIES OF THE GLORY DAYS.

OF BETTER DAYS.

RIVERDALE HIGH SCHOOL

THUMP

WHAT THE --?

WHO'S OUT THERE? I'M WARNING YOU, I'VE GOT A --

WHA-

NO.

TO BE CONTINUED!

MARVEL COMICS®

JUN
#6

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER™

SPIDER-MAN®

ENTER: KINGPIN™

LIQUID!

WWW.MARVEL.COM

EXIT: SPIDEY!®

MACKIE ROMITA JR HANNA

IT HAPPENS QUICKLY.

KTASH

THOUGH NOT WITHOUT PAIN.

IN MOMENTS, THE MAN RACING TOWARD THE PAVEMENT, WILL BE DEAD.

INQUIRIES MADE.

INVESTIGATIONS INTO THE IDENTITY OF THIS MAN, KILLED IN A MOST CRUEL FASHION, WILL FILL THE HEADLINES FOR DAYS TO COME.

AAAAA

WHO IS HE...?

NO LONGER ANYONE OF SIGNIFICANCE.

THIS IS WILSON FISK.

THE ONCE, AND FUTURE, KINGPIN OF CRIME.

HIS CRIMINAL REIGN IS THE STUFF OF LEGENDS.

YOU KNOW... I COULD'VE HANDLED THAT ONE FOR YOU, FISK.

MAYBE EVEN A LITTLE CLEANER.

A MESSAGE NEEDED TO BE SENT, BULLSEYE.

AND IT IS IMPORTANT THAT ALL KNOW IT WAS SENT BY MY OWN HAND.

WHAT NEXT?

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THERE IS WORK FOR YOU YET.

MEN MUST DIE TONIGHT.

SO THE KINGPIN'S BACK IN TOWN?

HE WILL BE. AS I SLOWLY REBUILD MY POWER BASE. AND THOSE RESPONSIBLE FOR MY FALL... THOSE WHO GLOATED ABOUT IT...

...WILL PAY A SEVERE PRICE.

stan lee presents Peter Parker, Spider-Man in:

THE WHYS HAVE IT!

a howard mackie/john romita jr/scott hanna
gregory wright/richard starkings & comicraft
ralph macchio/bob harras production

AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN...

...OUR FRIENDLY NEIGHBORHOOD **SPIDER-MAN** FINDS HIS HANDS FULL WITH AGENTS OF THOSE WHO CONTRIBUTED TO THE ERSTWHILE KINGPIN'S FALL.

LIFE, AND THE CITY'S CRIMINAL UNDERBELLY, ARE FULL OF THESE TYPES OF COINCIDENCES.

OKAY, GUYS, YOU WANT TO TELL ME WHAT'S GOING ON HERE?

NO?

EXCUSE ME! I FORGOT YOU LOYAL AGENTS OF ***HYDRA*** TAKE ON SOME SORT OF BLOOD-OATH-CODE-OF-SILENCE THING!

I CAN GET BEHIND THAT KIND OF THING. ALMOST EVEN RESPECT IT, ***BUT...***

...AN ASSASSINATION ATTEMPT ON A UNITED STATES SENATOR, IN FRONT OF THE UNITED NATIONS, WHILE THE PRESS CORP LOOKS ON...

...LET'S JUST SAY IT EITHER MEANS THAT YOUR COWLS ARE JUST A WEE BIT TOO TIGHT, OR...

...THERE IS SOMETHING *BIG* GOING ON HERE.

AND *I'D* LIKE TO KNOW WHICH IT IS.

YOU HANG IN THERE, ***SENATOR WARD,*** I'M ALMOST THROUGH HERE!

ER... YES...

WHAT'D I TELL YOU?

WRAPPED, WEBBED AND READY TO BE CARTED OFF BY LOCAL LAW ENFORCEMENT.

SO, SENATOR, YOU WANT TO TELL ME WHAT THIS IS ALL ABOUT?

SEEMS LIKE LOTS OF PEOPLE WANT *YOU* DEAD.

THAT RANGER GUY, THE SANDMAN AND THE TRAPSTER, AND NOW HYDRA?

NOT THE TYPES ONE FINDS INVOLVED IN POLITICAL CIRCLES.

SO WHAT'S UP?

YOU WANT TO KNOW? I'LL TELL YOU...

HELP!

HELP ME!

HE WAS PART OF IT! HE TRIED TO *KILL* ME!

WHY DOES THIS ALWAYS HAPPEN TO ME?

WE WILL TALK LATER, SENATOR.

I PROMISE YOU THAT.

A *SHORT TIME LATER...*

SENATOR, IS IT TRUE THAT THERE IS A SUPER-POWERED CONSPIRACY AGAINST YOU?

WHY DOES SPIDER-MAN WANT YOU DEAD?

SENATOR WARD! *BETTY BRANT* FROM THE *DAILY BUGLE*...

... WHY DO ALL THESE COSTUMED CRIMINALS WANT *YOU* DEAD?

HE'S NOT ANSWERING.

NOT THAT I EXPECTED HIM TO.

THERE IS SOMETHING ABOUT THIS GUY, AND I DON'T KNOW WHAT IT IS, BUT HE GIVES MY SPIDER-SENSE A CONSTANT TINGLE.

PETER? WHERE DID YOU GET OFF TO?

WE WERE LUCKY ENOUGH TO BE ON THE SCENE COVERING WARD'S UNITED NATIONS ADDRESS WHEN ALL THIS BROKE THROUGH, SO...

...I HOPE YOU'RE GOING TO TELL ME YOU GOT SOME GOOD PHOTOS!

YOU GOT IT, BETTY.

CLOSE-UPS THAT WOULD MAKE YOU THINK I WAS IN THE MIDDLE OF THE FIGHT.

EXCEPT THAT I'VE KNOWN YOU LONG ENOUGH TO KNOW YOU'RE NOT THE HEROIC TYPE.

THERE IS SOMETHING ABOUT WARD, PETER...

HE'S JUST TOO CLEAN AND HAS BEEN INVOLVED IN *TOO* MUCH LATELY.

IT JUST DOESN'T ADD UP.

I'VE GOT TO GET TO THE BOTTOM OF THIS.*

Check Out The Upcoming Amazing Spider-Man Annual To See Where Betty's Investigation Leads Her -- Curious Ralf.

SOUNDS GOOD, BETTY, JUST BE --

FLASH!

JUST BE FLASH?

FLASH! FLASH THOMPSON!

THAT'S ODD. BETTY, FLASH LOOKS LIKE HE DOESN'T EVEN RECOGNIZE US. AND I'VE KNOWN THE GUY SINCE HIGH SCHOOL.

UH-UH!

WE'VE GOT TO GET BACK TO THE OFFICE AND FILE THIS STORY.

A SHORT TIME LATER...

HONEY... I'M HOME!

NO! YOU DON'T UNDERSTAND, JILL! I DON'T WANT TO!

THERE IS NO REASON PETER NEEDS TO KNOW ABOUT --

ER... MJ... BELOVED SPOUSE... THAT WAS ME, PETER, BECKONING TO YOU FROM THE ELEVATOR. SO, WHATEVER IT IS... I *KNOW*... ER... ALMOST.

HEY, PETER, HOW YOU DOING?

PRETTY GOOD, JILL. JUST FEELING A LITTLE IN THE DARK RIGHT NOW.

OH, STOP IT, PETER!

IT'S JUST GIRL TALK. YOU DON'T WANT ALL THE MYSTERY TO GO OUT OF OUR MARRIAGE, DO YOU?

Er...

OF COURSE YOU DON'T!

COME ON NOW... *AUNT MAY* IS ENTERTAINING OUR COMPANY.

JILL'S DAD, *ARTHUR*, CAME BY TO SEE YOU.

COME IN, PETER DEAR, HAVE A NICE CUP OF TEA WITH MISTER STACY.

WHAT CAN I DO FOR YOU, ARTHUR?

IT'S A LITTLE COMPLICATED, PETER, AND I DON'T WANT TO TELL YOU MUCH LEST I ENDANGER YOUR LIFE, BUT...

WHILE RUNNING MY PRIVATE INVESTIGATION FIRM IN HONG KONG I HAD SOME DEALINGS WITH PEOPLE OF SOMEWHAT QUESTIONABLE REPUTE. AND... WELL... IT INVOLVES A U.S. SENATOR AND...

...I COULD USE YOUR HELP IN FINDING SPIDER-MAN.

IT'S BEEN A WHILE SINCE I HAVE BEEN IN CONTACT WITH HIM BUT HIS ASSISTANCE WOULD BE APPRECIATED.

Umm... EXCUSE ME FOR BUTTING IN LIKE THIS, AND I THINK I CAN SPEAK FOR PETER, IN SAYING HE WOULD *LOVE* TO HELP, *BUT*...

...PETER HAS *NO WAY* OF GETTING IN TOUCH WITH SPIDER-MAN EITHER!

ISN'T THAT RIGHT, PETER?

Er... YEAH... THAT'S RIGHT!

THAT'S IT, PETER, JUST KEEP ON LYING TO YOUR WIFE ABOUT HOW YOU'RE NO LONGER SPIDER-MAN!

SEE, MISTER STACY! I'M SORRY, BUT --

RR RI NG RR RI NG

PETER... UH... JUST CAN'T --

-- HELP YOU --

I UNDERSTAND.

I WON'T TAKE UP ANY MORE OF YOUR TIME.

THANK YOUR AUNT FOR THE TEA PLEASE.

THIS ISN'T RIGHT.

I SHOULD HELP HIM. PLUS, THIS HAS GOT TO INVOLVE SENATOR WARD, BUT...

WHAT IS GOING ON WITH MJ AND THE PHONE?

EVERY TIME IT RINGS SHE GETS SO DISTRACTED.

DAD! WAIT FOR ME!

DON'T YOU CALL HERE ANYMORE! DO YOU UNDERSTAND?

FW AM

MJ...? IS EVERYTHING OKAY?

YEAH, SURE. WHERE ARE ARTHUR AND JILL?

HE TOOK OFF, JILL WENT AFTER HIM AND --

WAIT! WHAT'S GOING ON WITH THESE PHONE CALLS?

EVERY TIME THE PHONE RINGS YOU HALF JUMP OUT OF YOUR SKIN. I --

RRRRRING

RRRRRING

RRRRRING

SEE! NO SKIN JUMPING!

RRRRRING

SO WHAT'S GOING ON WITH ARTHUR?

RRRRRING

WHO KNEW HE WAS INVOLVED IN ALL THIS CLOAK-AND-DAGGER STUFF?

RRRRRING

I KNOW YOU'RE NOT DOING THE WEB-SLINGING THING ANYMORE, TIGER --

-- BUT MAYBE YOU COULD HELP HIM.

SEE IF YOU CAN TALK HIM INTO GOING TO THE COPS.

RRRRRING

I'D REALLY APPRECIATE IT.

LOVE YA!

RRRRRING

RRRRRING

YOU REALLY MUST SPEAK TO PETER ABOUT THIS, DEAR. YOU CAN'T GO ON LIKE THIS.

I KNOW. I KNOW.

ARTHUR STACY IS A MAN WITH LOTS ON HIS MIND.

STOP!

STOP RUNNING AND...

...PLEASE JUST TALK TO ME, DAD!

JILL, HONEY, I'M SORRY.

THIS... ALL OF THIS... I THOUGHT I COULD PROTECT YOU AND YOUR BROTHER FROM IT... BUT I CAN'T RUN FROM IT ANY LONGER.

DOES THIS HAVE ANYTHING TO DO WITH SENATOR WARD? WHEN HE CALLED HE SOUNDED SO NICE.

I ONLY WISH I HAD BEEN ABLE TO GET IN TO SEE HIM --

WHAT?! WARD CALLED? WHAT DID HE SAY? YOU ARE NEVER TO BE AROUND THAT MAN! DO YOU UNDERSTAND ME?

I DON'T CARE WHAT YOU THINK YOU KNOW ABOUT HIM --

SCREEE

Mr. STACY, THE SENATOR WOULD LIKE TO SEE YOU.

PLEASE, SIR... DON'T.

Shhh! I HAVE TO DO THIS, JILL. THINGS HAVE BEEN SET IN MOTION. I'M PART OF IT. ALWAYS HAVE BEEN.

DAD? WHAT --?

I NEED FOR YOU TO FIND YOUR BROTHER PAUL AND GET OUT OF TOWN.

GO VISIT YOUR AUNT VERONICA. I LOVE YOU... NOW GO!

HEY... C'MON NOW...

...EVERYTHING'LL BE FINE.

PETER!

Oh, PETER, I'M SO SCARED!

HE WAS SO SCARED AND I'VE NEVER SEEN HIM LIKE THAT IN MY ENTIRE LIFE!

I DON'T KNOW WHAT'S HAPPENING, BUT I DO KNOW SOMETHING IS VERY WRONG.

EVERYTHING WILL BE OKAY... I PROMISE.

LET'S GET YOU HOME TO MARY JANE.

AND THEN I'LL SEE WHERE THAT LIMO TAKES ARTHUR...

"...THANKS TO MY SPIDER-TRACER!"

A SHORT TIME LATER, HIGH ABOVE THE MASSES...

...SENATOR STEWART WARD LOOKS OVER THE GLITTERING CITY...

...AND CONTEMPLATES HIS FUTURE...

...AND HIS PAST.

GOOD OF YOU TO JOIN ME, ARTHUR.

I HAD NO CHOICE.

NOT THAT I *EVER* DID.

OH, *PLEASE*, ARTHUR... YOU WERE NEVER THE POOR, INNOCENT VICTIM.

YOU ALWAYS KNEW EXACTLY WHAT YOU WERE INVOLVED IN.

AND NOW THINGS ARE HAPPENING, ARTHUR. *BIG* THINGS.

THEY *ALWAYS* DO AROUND YOU, WARD.

INDEED.

FISK IS BACK IN TOWN. I WAS HAPPIER WHEN HE WAS TAKEN DOWN MONTHS BACK.

AND THEN, LIKE A BAD PENNY, HE RESURFACED IN HONG KONG, BUT... HE IS REGAINING HIS CRIMINAL POWER BASE HERE.

THIS IS SOMETHING I CAN ILL AFFORD.

NERVOUS, WARD? AFRAID YOUR PAST WILL BE EXPOSED?

OR ARE YOU SIMPLY SCARED FISK WILL *FINALLY* GET AROUND TO KILLING YOU?

I DON'T KNOW IF YOU'VE BEEN FOLLOWING THE PAPERS, ARTHUR, BUT HE'LL HAVE TO TAKE A NUMBER.

PEOPLE ARE GOING TO GET SUSPICIOUS. YOU *ARE* GOING TO BE EXPOSED FOR WHAT YOU ARE.

YES. I WILL. BUT IT WILL BE FAR TOO LATE BY THE TIME I AM EXPOSED.

WHAT DO YOU MEAN? YOU HAVEN'T... YOU CAN'T...

BUT I CAN AND I HAVE.

AND I WOULD MUCH RATHER HAVE YOU AS AN ALLY THAN AN ENEMY, ARTHUR.

JOIN ME AND I CAN SEE TO IT THAT YOU AND YOUR FAMILY ARE WELL PROTECTED WHEN THE TIME COMES.

AND IF I DON'T? IF I TRY TO STOP YOU?

LET'S NOT EVEN THINK ABOUT THAT, ARTHUR.

I WILL *NOT* BE THREATENED, WARD.

NOT BY THE LIKES OF *YOU*.

EXCUSE ME, SIR, BUT...

I DON'T BELIEVE THE SENATOR GAVE YOU PERMISSION TO I--

?!

WHAT THE --?

YOU KNOW HOW YOU HAD CONCERNS ABOUT FISK'S RETURN, WARD?

LOOKS LIKE THEY WERE JUSTIFIED.

OKAY... SO CAN I SAFELY ASSUME YOU ALL RECOGNIZE ME? ***BULLSEYE,*** MASTER ASSASSIN, NEVER MISS ANYTHING I AIM AT... YOU KNOW THE DRILL.

BASICALLY, YOU'RE DEAD.

ALL THAT'S LEFT IS THE OBIT AND THE STATE SERVICE.

YEAH, YEAH... I KNOW THE CARD THING IS BECOMING POPULAR THESE DAYS.

THERE'S SOME CAJUN MUTANT FREAK WHO FIGURES HIMSELF A MASTER OF THROWING CARDS, BUT...

UGPH!

...THE GUY'S A RANK AMATEUR AS FAR AS *I'M* CONCERNED!

UGPH!

PTING

AND PLEASE ***DON'T*** INSULT ME BY ATTEMPTING TO SHOOT ME!

UNLIKE GAMBLE, OR GUMBO, OR WHATEVER HIS NAME IS...

...I THROW MORE THAN CARDS!

YEAH, FROM WHERE I'M STANDING YOU'RE THROWING A LOT OF *SOMETHING*, BULLSEYE!

SPIDER-MAN?!

Oh, COME ON... THIS JOB WAS SUPPOSED TO BE A CAKEWALK! WHAT'RE YOU DOING HERE?

IT'S FUNNY HOW LIFE TURNS OUT SOMETIMES... ISN'T IT, TARGET-TOP?

LOOKS LIKE THAT BOUGHT ME A MOMENT OR TWO, GENTS.

SO... WHO WANTS TO DIE FIRST?

YOU'VE GOT TO DO SOMETHING, ARTHUR! YOU'VE GOT TO PROTECT ME!

FISK WANTS US BOTH DEAD FOR WHAT HAPPENED!

NO. HE WANTS ME DEAD FOR WHAT I KNOW.

HE WANTS *YOU* DEAD FOR WHAT YOU *DID!*

ENOUGH *BICKERING!* YOU'RE GIVING ME A HEADACHE! AND I'VE HAD ENOUGH OF *THOSE* TO LAST A LIFETIME!

THUD

GUESS YOUR PAL THERE IS ALL TALK, WARD...

...I WAS AIMING FOR YOU.

HE TOOK THAT ONE FOR YOU, BUT, GUESS WHAT?

I'VE GOT PLENTY MORE WHERE THAT CAME FROM!

SPLAT

SO DO I!

SO, BULLSEYE, WHAT'S UP WITH THIS?

YOU BACK TO BEING THE KINGPIN'S WHIPPING BOY AGAIN?

C'MON, WEB BRAIN, HAVEN'T YOU HEARD?

THERE *IS* NO MORE KINGPIN!

JUST WILSON FISK, AN HONEST BUSINESSMAN AND DEALER IN SPICES...

...WHO'S TRYING TO REBUILD HIS FORMER BUSINESS.

AS FOR *THIS.*

YOU MIGHT WANT TO ASK THE SENATOR AND HIS PAL.

THEIR STORY IS -- YOU'RE GONNA *LOVE* THIS ONE...

...*RIVETING!*

-:GROAN!:-

THAT'S THE KIND OF COMMENT THAT MAKES ME FEEL LIKE *BOLTING* OUT OF HERE!

I THINK I'M REACHING THE BOTTOM OF THE BAY HERE WITH THE SNAPPY PATTER.

OW!

THAT HURTS EVEN THROUGH MY WEB SHIELD!

FACE IT, BULLSEYE, IT'S OVER.

THERE IS NO WAY YOU'RE KILLING ANYONE, TONIGHT!

YEAH, WELL... IF YOU KNEW WHAT I KNOW...

YOU MIGHT THINK OTHERWISE.

NO MATTER.

I CAME WITH A BACK-UP PLAN.

LIKE WHA--?!

SPIDER SENSE GOING CRAZY! COMING FROM ALL AROUND!

WARD!

SOMETIMES YOU JUST CAN'T AIM FOR THE BULLSEYE.

SOMETIMES YOU'VE JUST GOT TO TAKE OUT THE ENTIRE TARGET!

CLIK

BYE-BYE, BUG-MAN!

WHAT ARE YOU--

KRAKOOM

HOLD ON...

...STOP SQUIRMING AND...

... MAYBE YOU'LL HAVE TO BLAME ME FOR *THIS* ONE TOO, WARD!

SO WHO ARE YOU, SENATOR?

WHAT'S YOUR STORY?

WHY DO SO MANY BAD PEOPLE WANT YOU DEAD?

YOU WILL NEVER FIND OUT.

NOT UNTIL IT IS TOO LATE.

SPIDER-MAN, LISTEN TO ME!

WARD... HE'S THE DEVIL INCARNATE... HE'S GOT TO BE STOPPED BEFORE...

...HE'S GOT TO BE STOPPED!

END

MARVEL COMICS®

GIANT-SIZED SPECTACULAR!

JUNE

APPROVED BY THE COMICS CODE AUTHORITY

THE AMAZING SPIDER-MAN®

ANNUAL '96!

TRANSPORTED TO A PLACE BEYOND TIME--

--AND TWO WORLDS WILL DIE!

WEEKS '99

WWW.MA

MACKIE BUSCEMA

RRRING

Whuh?

MJ, WILLYA -- OH YEAH! MY BELOVED SPOUSE IS OFF ON ANOTHER PHOTO SHOOT.

GOOD -:YAWN:- MORNING, PARKER RESIDENCE. PETER PARKER SPEAK! --

-- BETTY? BETTY BRANT? IS EVERYTHING OKAY? YOU SOUND --

JUST LISTEN, PETER! I GOT TOO CLOSE TO HIM! FOUND OUT TOO MUCH. HE'S INSANE, PETER. WHAT THEY'RE PLANNING IS IMPOSSIBLE, BUT --

-- YOU'VE GOT TO GET HELP FOR ME. YOURS WAS THE ONLY NUMBER I COULD REMEMBER. I'M SCARED, PETER. MORE SCARED THAN I'VE EVER BEEN!

PLEASE GET HELP!

BETTY, CALM DOWN! I HAVE NO IDEA WHAT YOU'RE TALKING ABOUT. I NEED YOU TO --

BRA KOOM

Oh... IT'S STARTING. PETER, HELP M --

BETTY!

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HIS NAME IS PETER PARKER.

A FEW YEARS BACK HE WAS IN A FREAK ACCIDENT INVOLVING TOO MUCH RADIATION...

...AND ONE NASTY SPIDER.

HE SURVIVED WHEN THE SMOKE CLEARED.

IN POINT OF FACT HE DID MUCH MORE THAN SURVIVE.

Stan Lee presents:

WORLD ENOUGH & TIME

OR, THE MAN WHO WOULD BE...

ON THAT DAY PETER PARKER WAS TRANSFORMED INTO THE WEB-SLINGING WONDER THE WORLD KNOWS AS...

...SPIDER-MAN

WHAT THE HECK IS THAT?

HOWARD MACKIE & JOHN BUSCEMA
STORY AND ART

STEVE BUCCELLATO
COLORS

RICHARD STARKINGS & COMICRAFT'S COY LIZ AGRAPHIOTIS
LETTERS

RALPH MACCHIO
EDITOR

BOB HARRAS
CHIEF

I'M NO EXPERT, BUT I'M THINKING THIS IS NO *ORDINARY* WAREHOUSE FIRE!

ALL THOSE YEARS OF SCIENCE CLASSES *HAVE* TAUGHT ME *SOME* THINGS!

SUCH AS...

... YOUR RUN-OF-THE-MILL FIRE DOES NOT USUALLY COME WITH HURRICANE FORCE WINDS.

I HAVE NO WAY OF KNOWING IF THIS IS CONNECTED TO BETTY'S PHONE CALL AT ALL, BUT, IF IT IS...

... I'LL DO *ANYTHING* TO MAKE SURE SHE'S SAFE!

BETTY WAS JONAH'S TOP SECRETARY BEFORE BECOMING ONE OF THE DAILY BUGLE'S TOP REPORTERS.

SHE WAS ALSO ONE OF MY FIRST CRUSHES.

AND *IS* A GOOD FRIEND.

I *WILL* FIND HER AND THEN --

HEY! THE WIND... IT JUST STOPPED? THE EXPLOSIVE LIGHT... GONE!

WHAT THE HECK IS GOING ON --?

AIIEEE!

BETTY.

THWIP

KTASH

BETTY... Er, Ms. BRANT! WHERE ARE YOU --?

?

SO THE LIGHT ISN'T ALL GONE. JUST MORE COMPACT AND WEIRDER-LOOKING.

MY DANGER SENSE IS GOING WILD AROUND THIS THING. SOMETHING *BAD* IS GOING ON HERE... I JUST DON'T KNOW *WHAT!*

GET AWAY FROM ME! GET *AWAY!*

!

SPIDER-MAN?

YES, Ms. BRANT, EVERYTHING IS GOING TO BE FINE --

NO!

NOT YOU TOO!

WHO ISN'T INVOLVED WITH HIM?

"TOO"? "HIM"?

MS. BRANT, IF YOU WOULD JUST ALLOW ME TO HELP YOU --

-- CAN'T MOVE MY FEET? WHAT THE --?

THAT WOULD BE GLUE, COURTESY OF ME...

...THE TRAPSTER!

I WOULD BE PART OF THE "TOO" COMMENT.

AS FOR THE REST OF THE ANSWERS...

...TOUGH BREAK, WEBHEAD, YOU'RE GETTING NONE FROM ME!

THIS TIME YOU'VE STUCK YOUR NOSE INTO SOME PLACE YOU REALLY WOULD HAVE BEEN SMART TO STAY OUT OF.

BUT ON THE UP SIDE... I GET TO FINALLY PAY YOU BACK FOR A FEW THINGS.

YOU KNOW YOU SHOULD HAVE FRIED FOR THE JOEY Z MURDER FRAME NORMAN OSBORN SET UP AND I CARRIED OUT. IT WAS PICTURE PERFECT.

BUT YOU CONVINCED ME TO STICK IT TO OSBORN BY TURNING MYSELF IN FOR THE MURDER AND KEEP THE BARGAINING CHIP OF NOT NAMING OSBORN AS THE MASTERMIND BEHIND THE FRAME.

THEN I GOT TIRED OF DOIN' TIME AN' BUSTED OUT. AND A FEW DAYS BACK YOU WENT AN' RUINED THAT HIT I WAS GONNA DO ON SENATOR WARD. NICE TIMING, WEBHEAD.

With a bit of help from the Fantastic Four, in Amazing Spider-Man #4 -- Helpful Ralf.

ENOUGH!

HE JUST MIGHT SUIT MY PURPOSES.

BUT *WIZARD*, I WAS GOING TO --

SILENCE!

THE WIZARD? THE TRAPSTER?

SO, WHAT...? I STUMBLED INTO A LAME SUPER-VILLAIN TEAM NAME REUNION? THE TERRIBLE TWO? THE DEADLY DUO? THE --

RELEASE THEM.

WHAT?

BUT FIRST, ATTACH *THESE* TO THEM. AND THEN --

I GOTCHA!

I'M NOT NEARLY AS STUPID AS YOU THINK I AM.

YOU COULD NOT *POSSIBLY* BE AND STILL FEED YOURSELF.

HERE YOU GO, BABE, THIS *ANTI-GRAVITY* DISC OF THE WIZARD'S HERE WILL BREAK YOUR FALL, SO THIS SHOULDN'T HURT...

...NOT *TOO* MUCH!

NO!

TRAPSTER! YOU GET ME OUT OF HERE OR --

THAT *IS* THE PLAN, SO...

...JUST WAIT A SECOND FOR MY SOLVENT TO DO ITS *THING* AND --

GET *OUT* OF MY WAY.

NOT A PROBLEM, BUT...

...YOU REALLY DON'T WANNA JUMP IN THERE AFTER HER...

...WITHOUT ONE OF *THESE* ON YOU.

HAVE A NICE *TRIP*, SPIDEY!

NOW WE WAIT...

...AND WE LEARN.

Oh... THIS IS CUTE!

NOT THAT I KNOW WHAT OR WHERE IT IS!

THERE'S BETTY... JUST AHEAD OF ME... IF I COULD JUST...

...GET OFF A WEB LINE AND...

THWIP

IT'S USELESS! THE GRAVITY HERE IS ALL MESSED UP!

I'M GOING TO HAVE TO PUT MY FAITH IN THE WIZARD'S ANTI-GRAVITY DISCS AND HOPE THEY'RE ENOUGH TO BREAK OUR FALLS --

OOLPH!

NOT... ...ENOUGH!

MINUTES PASS...

WHAT THE --?

HOW LONG HAVE I BEEN OUT AND...

WHERE AM I NOW?

OW! PAIN IN MY CHEST! WHAT --

IDENTIFY YOURSELF!

ANSWER ME QUICK, MAN, OR I WILL RUN YOU THROUGH!

Oh, MAN... I HIT MY HEAD WAAAy TOO HARD!

WITH WHOM DO YOU RIDE, STRANGE ONE?

ACTUALLY... I DON'T DO MUCH RIDING -- EXCEPT THE SUBWAY. AND THEY'RE REALLY --

WITH *WHOM* DO YOU SERVE!

REST ASSURED THE INCORRECT ANSWER WILL MEAN YOUR DEATH!

THEN I'M WITH THE GOOD GUYS!

I HAVE SEARCHED THESE LANDS HIGH AND LOW FOR A KNIGHT WHO I COULD FOLLOW.

LOOKS LIKE I FOUND HIM.

Er... MY LIEGE.

DO NOT *MOCK* ME!

LOOK, YOU'RE CONFUSED, I'M CONFUSED... WHY DON'T WE TRY AND SEE IF WE CAN TALK THIS THROUGH.

BUT LET'S DO IT *WITHOUT* THIS!

KRAK

ON YOUR COMMAND, SIRE!

KILL HIM!

Oh, BOY... LIKE I *NEED* THIS!

EEEEE-YA-YA-YA-YA!

SIRE? COULD IT BE... *THEM?*

THE GREEN FOLK!

EEE EEE-YA-YA-YA-YA!

OH, COME ON!

THIS IS JUST SILLY!

A SHORT TIME LATER...

I AM GLARA, TRIBAL LEADER OF THE GREEN FOLK. I WANT TO KNOW WITH WHOM *YOU* SERVE AND...

... I *WILL* KNOW IF YOU SPEAK FALSELY, ODD ONE!

"ODD ONE"? YOU'RE CALLING *ME* --

DO YOU SERVE THE WIZARD? IS *THIS* WHY YOU HAVE COME TO OUR WOODS?

LOOK... I'M SURE THIS IS ALL JUST SOME SORT OF DREAM, OR HYPNOTIC TRANCE CREATED BY THE WIZARD, BUT I'LL PLAY ALONG.

I'M TRYING TO FIND A FRIEND. A WOMAN ABOUT SO BIG AND WITH BROWN HAIR. SHE WAS TAKEN BY THE WIZARD AND --

I HAVE SEEN HER. SHE WAS TAKEN TO THE MAGICIAN'S TOWER A SHORT TIME AGO.

HOW DO I FIND THIS TOWER?

THERE! BUT THE GROUNDS ARE HEAVILY GUARDED BY THE CREATURES IN THE SERVICE OF THE MAGICIAN. AND THE MOAT SURROUNDING IT IS UNCROSSABLE.

I'LL TAKE MY CHANCES.

NOT ALONE.

A SHORT TIME LATER...

" ...CLOSER!"

NOW YOU SEE WHY MY PEOPLE HAVE NOT STORMED THE CASTLE SOONER. IT TRULY IS IMPENETRABLE!

I'M NOT SEEING HOW THIS IS GOING TO BE SO TOUGH!

THEN YOU MUST LOOK...

STRAIGHT LINE... SINGLE FILE... AND NO FALLING INTO THE GAPING JAWS OF THE DRAGON, PLEASE!

YOU *ARE* A WONDER, ODD ONE.

YEAH... THANKS... AND ABOUT THIS "ODD ONE" THING --

FWIP

...HANG ON!

I'M THINKING WE'VE BEEN SPOTTED, SO WE'D BEST MOVE IT!

DON'T WORRY... I'VE GOT THE LINE, BUT ALL OF YOU ARE NOT EXACTLY LIGHT-WEIGHTS...

...SO CLIMB OVER ME AS FAST AS YOU CAN.

HOW? HOW CAN YOU CLING TO THE WALL LIKE... LIKE... LIKE...

I THINK THE WORD YOU'RE SEARCHING FOR IS *SPIDER.*

AFTER ALL THIS IS OVER, WE'LL SIT AROUND AND --

GLARA! THEY ARE READY FOR US!

COME *QUICKLY!* THE BATTLE IS *JOINED!*

NOW WHAT?

MEANWHILE...

EXCELLENT. ALL IS PROCEEDING FAR BETTER THAN I COULD HAVE DARED HOPE.

THESE THREE ARE PROVING TO BE QUITE VALUABLE.

THEN I ASSUME WE ARE ON SCHEDULE, WIZARD?

OF COURSE, SENATOR WARD. DID I NOT SAY IT WOULD BE SO?

YES, YES, YES...

...HOW FOOLISH OF ME TO DOUBT SOMEONE OF YOUR ADVANCED MENTAL CAPACITY...

...ISN'T THAT HOW *YOU* PUT IT?

BUT WHAT OF THE REPORTER? I CANNOT AFFORD ANY SLIP-UPS. I DON'T KNOW, WIZARD. THIS ALL SEEMS A BIT SLAPDASH.

PERHAPS *WE* WERE WRONG IN FINANCING THIS OPERATION. PERHAPS WE COULD HAVE COME TO AN AGREEMENT WITH REED RICH --

THE REPORTER, SPIDER-MAN AND THE *OTHER!* THEY HAVE *ALL* BEEN ATTENDED TO AND ENLISTED INTO THE PROJECT!

AND I WARN YOU, SENATOR, DO NOT PRESUME TO TAUNT ME. I HAVE GIVEN YOU ASSURANCES THAT I AM *MORE* THAN CAPABLE OF ACHIEVING ANY-THING *HE* CAN ACHIEVE... AND I AM DEADLY SERIOUS.

YOUR JOB WILL BE COMPLETED AND I WILL, ONCE AND FOR ALL, BE VINDICATED. YOUR TIMETABLE WILL BE MET. YOUR GOOD NAME WILL REMAIN INTACT.

AND I -- *I* WILL HAVE PROVEN MY *GENIUS* --

-- MY SCIENTIFIC SUPERIORITY TO THAT *SECOND RATE* INTELLECT RICHARDS...

...THE SO-CALLED *MISTER FANTASTIC.* BAH!

I ASSURE YOU *EVERYTHING* IS UNDER CONTROL.

YOU CALL *THIS* UNDER CONTROL?

YES, SENATOR. AND I WOULD SUGGEST THAT YOU CATCH THAT FLIGHT TO WASHINGTON AS PLANNED.

LEST YOU BE MUCH MORE A *PART* OF THIS THING YOU HAVE FINANCED THAN YOU HAD ORIGINALLY INTENDED.

WHAT ABOUT *YOU?*

ME?

I HAVE ALWAYS INTENDED ON BEING ONE OF THE *FIRST* TO CROSS THIS VOID...

... TO EXPERIENCE A NEW REALITY!

PERHAPS WE WILL MEET AGAIN, SENATOR.

MADMAN!

EXIT

ALONZO!
THE AIRPORT.
DRIVE.
NOW!
WE HAVE BEEN AWAITING YOUR REPORT, WARD.
ALL IS PROGRESSING AS PLANNED.
WE ARE POISED ON THE BRINK OF A NEW ERA FOR THIS WORLD --
SPARE US YOUR POLITICAL RHETORIC, WARD.
JUST SEE TO IT THAT ALL IS IN PLACE.
OR YOU WILL BE UNMADE AS EXPEDIENTLY AS YOU WERE MADE.
ALBEIT A BIT MORE PAINFULLY.
ALONZO...
...DRIVE FASTER!

MEANWHILE...

THIS SEEMS LIKE THE MOST LIKELY PLACE!

SPIDER-MAN?

WHAT ARE YOU DOING HERE?

I THOUGHT I WAS RESCUING YOU... AREN'T I?

BUT *WHY?* YOU SHOULD BE STOPPING *HIM!* YOU'VE GOT TO BEFORE HE GETS AWAY WITH IT AND --

YOU WANT TO START FROM THE BEGINNING?

NO TIME. FOLLOW ME!

Ms. BRANT, I DON'T THINK YOU WANT TO GO OUT TH --

Uh- Huh, YEAH... RIGHT.

JUST FOLLOW ME!
HE'S GOT TO BE HERE SOMEWHERE!
HE WHO?!
WILL YOU JUST STOP AND --
ALAS...
...WE MEET AGAIN!
SWOOSH
THOUGH FOR THE LAST TIME!
MAKE PEACE WITH WHATEVER DARK GODS YOU WORSHIP, MAN!
YEAH, SURE...
I WORSHIP THE GODS OF *THWIP* AND...
...*THWAP!*

STOP IT! NOW! NONE OF THIS IS REAL.

HAVEN'T YOU FIGURED IT OUT *YET?*

HE'S PLAYING WITH OUR MINDS.

IT'S AN *ILLUSION.* WELL... SORT OF.

SOMEHOW WARD IS CONNECTED TO IT ALL. AND THEY PLAN TO --

WAIT... WARD... THAT *NAME...* YOUR *WORDS...* THERE IS A RING OF TRUTH ABOUT THEM.

WAIT A MINUTE! I KNOW *YOU!* YOU CALL YOURSELF THE *RANGER!*

YOU TRIED TO *KILL* WARD A FEW MONTHS BACK! HOW DID YOU --?

Peter Parker:Spider-Man #1. Remember? -- Ralf

FRAK-OOM

BRAVO, MS. BRANT.

VERY GOOD.

I MUST ADMIT I UNDERESTIMATED YOUR INVESTIGATIVE SKILLS.

AND WHILE SPIDER-MAN AND OUR OTHERWORLDLY OPPONENT FELL FOR MY LITTLE... TO CALL IT AN *ILLUSION* IS AN UNDERSTATEMENT... *VIRTUAL REALITY LANDSCAPE* IS THE MORE APPROPRIATE TERM...

STILL, I WOULD LIKE TO KNOW EXACTLY HOW MUCH YOU HAVE UNCOVERED AND TO WHOM YOU HAVE REPORTED THAT WHICH YOU FOUND.

WELL? WHAT ARE YOU DOING JUST STANDING THERE?

YOU'VE BOTH BEEN LOOKING AT SOMEONE TO HIT. PUNCH HIM, STAB HIM, WEB HIM... DO *SOMETHING!*

WHAT'S GOING ON HERE?

WHY ARE YOU ASKING *HIM?*

LET ME SEE IF I CAN MAKE IT CLEAR TO YOU...

...HE'S TRYING TO *DESTROY* THE CITY!

NEW YORK! THE BIG APPLE! HOME OF THE YANKEES AND THE METS! WILL YOU JUST *HIT* HIM FOR GOD'S SAKE?

EXCUSE ME, MY DEAR, BUT I AM *NOT* TRYING TO DESTROY NEW YORK CITY.

I AM SIMPLY ATTEMPTING TO TAP INTO A VAST SOURCE OF ENERGY FOR A CLIENT OF MINE AND... WELL...

...THE DESTRUCTION OF THE CITY IS SIMPLY AN UNFORTUNATE SIDE EFFECT.

FINE... IF NEITHER OF YOU TWO WILL DO IT...

...I'LL HIT HIM!

TEMPER, TEMPER...

FRZATT

AT THAT MOMENT...

REPORTS ARE STILL COMING IN FROM THE WAREHOUSE FIRE WHICH IS SWEEPING THROUGH AN INDUSTRIAL SECTION OF NEW YORK CITY.

FIREMEN APPEAR TO BE PERPLEXED BY THE PILLAR OF ENERGY EMERGING FROM A REPORTEDLY EMPTY WAREHOUSE.

MEMBERS OF THE HAZARDOUS MATERIAL TASK FORCE AND THE NUCLEAR REGULATORY EMERGENCY RESPONSE TEAM HAVE BEEN CALLED IN TO ASSESS THE UNUSUAL PHENOMENON.

HOW GOES IT, SENATOR?

WE APPEAR TO BE ALMOST THERE.

AND THE WIZARD?

THAT POMPOUS CLOWN WILL BE TAKEN CARE OF WHEN HIS WORK IS DONE. MY PLEASURE.

AT THAT MOMENT...

FWAP

WAKE UP!

TRAPSTER? WHERE ARE WE?

TECHNICALLY SPEAKING, YOU'RE STILL IN THE WAREHOUSE, BUD. ***EXACTLY*** WHERE YOU'VE BEEN FOR THE LAST THREE HOURS.

BUT... HOW COULD...

IT DID SEEM REAL, DIDN'T IT? AND I ASSURE YOU IT WAS NO MERE DELUSION.

BUT IT WAS A ***HOLOGRAPHIC REPRESENTATION*** CREATED BY ***ME.***

I REALLY HAVE TO THANK YOU FOR SHOWING UP WHEN YOU DID. I NEEDED TO MAKE SURE THE RECENT IMPROVEMENTS I HAD MADE ON MY ***DIMENSIONAL MATRIX*** WOULD BE SAFE FOR THE HUMAN BODY AND MIND.

AND SINCE I HAD NO DESIRE TO EXPERIMENT ON MYSELF...

OKAY, WIZ, THE EXPERIMENT IS OVER. CUTE GAME YOU'VE CREATED FOR YOURSELF, BUT... CAN WE GO NOW?

GAME? OVER? IT SOMETIMES AMAZES ME HOW LITTLE THE COMMONPLACE MIND CAN GRASP.

THIS IS NO ***GAME,*** BUT, IF IT ***WAS...*** IT HAS ONLY ***BEGUN!*** YOU ARE ABOUT TO WITNESS MY FINEST ACHIEVEMENT.

BEHOLD! THE PATHWAY TO THE GREATEST UNTAPPED ENERGY SOURCE THIS WORLD HAS EVER SEEN... ...THE NEGATIVE ZONE!

WIZARD! WHERE ARE WE? WHAT ARE YOU DOING?

I DON'T KNOW WHERE WE *ARE*, BUT *THAT* IS THE *DISTORTION FIELD* LEADING TO THE *NEGATIVE ZONE* OF SUB-SPACE!

IF YOU ARE CONTEMPLATING WHAT I THINK YOU ARE...

...YOU ARE *INSANE!*

HOW OFTEN HAVE THOSE WITH *TRUE* GENIUS -- THE *VISIONARIES* OF THE WORLD, BEEN BRANDED *INSANE?*

WAIT A MINUTE! I THOUGHT THE TRAPSTER SAID WE WERE *STILL* IN THE WAREHOUSE?

AND WE ARE.

NO... YOU CAN'T! THE NEGATIVE ZONE IS COMPOSED OF ANTI-MATTER! IF ANY PART OF IT TOUCHES OUR UNIVERSE--

PLEASE. I *HAVE* THOUGHT OF *ALL* EVENTUALITIES. DO YOU THINK I WOULD EMBARK ON SUCH AN ENDEAVOR IF I DID NOT HAVE THE SITUATION WELL IN HAND?

MY DIMENSIONAL MATRIX WILL ACT AS A CONTAINMENT FIELD FOR THE SEGMENT OF THE NEGATIVE ZONE WHICH, EVEN NOW I AM PULLING TOWARD US.

THERE WILL BE A TRANS-DIMENSIONAL SWAP, AND THEN I WILL HAVE DONE WHAT EVEN REED RICHARDS, THE SELF-PROCLAIMED MISTER FANTASTIC, COULD NOT DO.

YES, ANY FOOL CAN EXPLORE THE NEGATIVE ZONE, BUT TO BRING ITS UNTAPPED ENERGIES *HERE...* THAT IS THE *PUREST* OF GENIUS!

BUT SACRIFICES MUST BE MADE IN THE CAUSE OF SUCH SCIENTIFIC EXPLORATION.

IN OTHER WORDS, SPIDEY... NEW YORK CITY...

BOOM!

NO!

I AM CERTAIN THAT HISTORY WILL NOTE THE UNPRECEDENTED CONTRIBUTION I HAVE MADE TO HUMAN-KIND AND VIEW ME FAVORABLY.

YOU ARE *INSANE!*

I'M NOT GOING TO LET THIS *HAPPEN!*

ENOUGH OF THIS BABBLING!

I'M TRYING TO CONCENTRATE ON THIS SUPREME ENDEAVOR!

SILENCE HIM. SEAL HIS MOUTH... DO WHATEVER IT TAKES!

THOSE ARE THE WORDS I'VE BEEN WAITING TO HEAR!

REMEMBER JOEY Z, SPIDEY? THE GUY WHOSE MOUTH AND NOSE I "*WEBBED*" SHUT?

NOW YOU'RE GOING TO GET TO EXPERIENCE *HIS* LAST MOMENTS OF LIFE UP CLOSE AND PERSONAL.

YOU *ARE* A CLOWN, AREN'T YOU?

YOU TALKING TO ME?

HOW WOULD YOU LIKE ME TO BURN THROUGH THAT SMUG EXPRESSION ON YOUR FACE WITH SOME SOLVENT?

ACTUALLY...

...I WAS HOPING YOU'D GO IN THAT DIRECTION!

SPLUSH

THANKS, RANGER! NOW LET ME RETURN THE FAVOR...

KRAK

...AND WE CAN WRAP THIS WHOLE THING UP!

THERE IS NOTHING WHICH WOULD GIVE ME MORE PLEASURE, SPIDER-MAN, BUT...

...UNFORTUNATELY THE TRANCE STATE INTO WHICH I HAD TO PLACE MYSELF IN ORDER TO FREE MY ONE HAND FROM MY BONDS HAS TAKEN MUCH OUT OF ME.

THE REST MUST BE UP TO YOU. THE KEY IS IN THE TRANSPONDER THE WIZARD HOLDS IN HIS HAND.

WITHOUT IT THE DIMENSIONAL PROGRESSION WILL COME TO A HALT.

ARE YOU SURE?

GO! THERE ARE NO OTHER OPTIONS!

WHAT ARE YOU--?

STOP *HIM!* OR YOUR WORLD *DIES!* I'LL FREE YOUR FRIEND. *GO!*

YOU ARE FAR TOO LATE TO DO ANYTHING MORE THAN BEAR WITNESS TO THIS SPECTACLE, SPIDER-MAN!

SO THEN YOU'RE NOT GOING TO MIND IF I GIVE IT A TRY?

HE MIGHT NOT...

...BUT I WILL!

TRAPSTER, DON'T BE *DUMB!*

THERE ARE MILLIONS OF LIVES AT RISK HERE!

HELP ME STOP HIM BEFORE IT'S TOO LATE!

HAH! WHAT DID ANY OF THOSE *SAPS* EVER DO FOR ME? NONE OF 'EM GAVE A RAT'S WHISKER WHEN I WAS ROTTING AWAY IN JAIL! LET 'EM *ROAST!*

NO ONE COULD BE THAT COLD-BLOODED AND JUST PLAIN STUPID!

OH, YEAH?

I GUESS I STAND CORRECTED!

DON'T CRACK WISE, WEBHEAD!

YOU'RE TALKIN' TO THE GUY WHO TOOK YOU DOWN *TWICE* IN THE LAST COUPLE O' MONTHS! REMEMBER?

YEAH, I'LL GIVE YOU CREDIT FOR THOSE WINS, TRAPPY...

...BUT I *STILL* THINK I STRUCK A CHORD WHEN I GOT YOU TO CONFESS TO JOEY Z'S MURDER SO, C'MON, TRAPSTER...

...THE *SMART* THING WOULD BE TO HELP ME STOP THE WIZARD.

BUT WITH OR WITHOUT YOUR HELP...

...HE'S GOING TO BE STOPPED!

ER... WIZARD...

YOU SPEAK WITH FALSE BRAVADO, SPIDER-MAN!

AND WHILE YOU HAVE PROVEN TO BE MORE OF AN ADVERSARY THAN I HAD ANTICIPATED...

...YOUR *MIND*...

...AND YOUR *POWER*...

...ARE INSIGNIFICANT COMPARED TO *MINE!* MUCH AS IS THAT OF THE LOWLY ARACHNID WHICH IS YOUR NAMESAKE.

THAT'S IT, WIZ, STAY ENTRANCED BY THE SOUND OF YOUR OWN VOICE.

AND JUST COME IN A LITTLE CLOSER.

I'VE TAKEN PUNCHES FROM THE HULK AND THE JUGGERNAUT...

...I CAN CERTAINLY TAKE A FEW OF YOURS IN ORDER TO GET...

...THIS... AND... ...THIS!

NO! WHAT ARE YOU DOING?

PROBLEM, WIZ?

I'M JUST SHOWING YOU HOW SOMEONE NAMED AFTER A "LOWLY ARACHNID" CAN OUTSMART YOU! GUESS YOU GET THE DUNCE CAP FOR THIS ONE, FELLA!

NO! I NEED THE DIMENSIONAL MATRIX TRANSPONDER TO...

FRAKKAKOOM

SO I'M THINKING I FIGURED RIGHT?

WELL DONE, HERO.

A SHORT TIME LATER...

YOU *SURE* THIS ISN'T GOING TO HURT HER? IT'S JUST GOING TO TAKE THE MEMORIES OF THE PAST FEW HOURS AWAY?

TRUST ME.

I GUESS... SINCE YOU *DID* HELP SAVE THE WHOLE PLANET AND ALL...

I HAD BEST BE GONE FROM HERE WHEN SHE AWAKENS.

WAIT! WHAT ABOUT WARD? WHAT DO YOU KNOW?

WHY DID YOU TRY TO KILL --

KEEP YOUR EYES OPEN. YOU WILL LEARN.

SPIDER-MAN? WHAT ARE *YOU* DOING HERE?

WHAT HAPPENED TO THIS PLACE? I HAD A LEAD ON SENATOR WARD AND...

GEEZ! I'M DRAWING A BLANK!

OH, WELL... IT'S NOT THE END OF THE WORLD.

NO...

...IT'S NOT.

ELSEWHERE...

YOU HAVE FAILED US.

THE WIZARD FAILED ALL OF US.

BUT THIS CHANGES NOTHING.

WE CAN GO AHEAD ON SCHEDULE WITH THE MAIN AGENDA.

YOU KNOW AS WELL AS I THAT THIS NEGATIVE ZONE ATTEMPT WAS JUST THE ICING ON THE CAKE.

SEE THAT YOU DO NOT FAIL US AGAIN, STEWART.

WAIT FOR ME HERE.

I NEED TO STRETCH MY LEGS.

YES... NOW WE CAN BEGIN IN EARNEST!

EXCELLENT!

EXACTLY AS WE PLANNED, MY FRIEND.

TO BE CONTINUED
(IN THE PAGES OF AMAZING SPIDER-MAN & PETER PARKER!)

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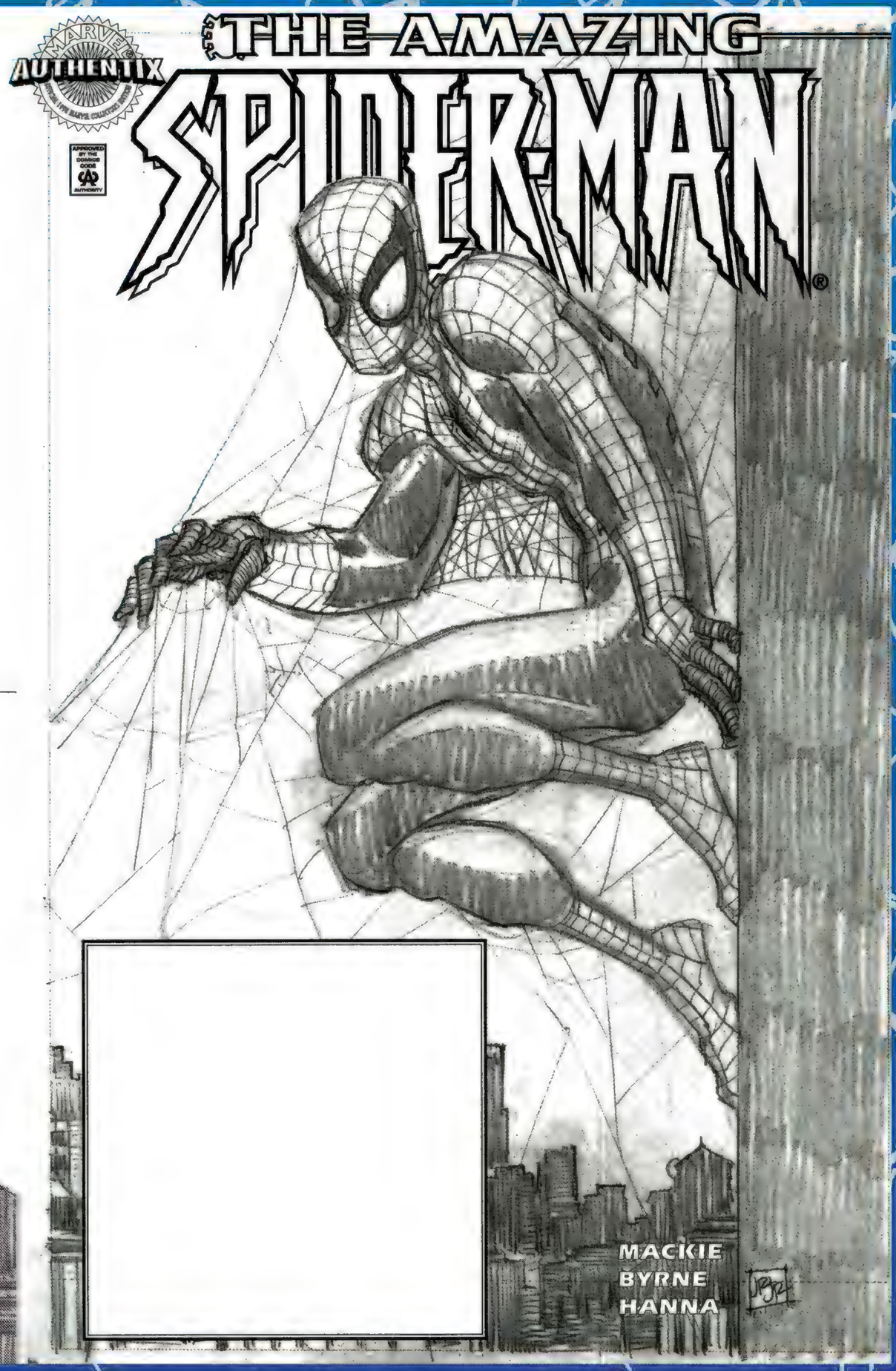

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SPIDER-MAN: MORE!

Peter Parker thought he'd given up life as Spider-Man, but he keeps getting pulled back in! A new era of friendly neighborhood excitement begins as the wall-crawler faces down threats like the Kingpin, Bullseye, Dr. Octopus, Shadrac, the Scorpion, the Frightful Four, Marrow and Tokkots! With those guys coming at him from every angle, it's a good thing Spider-Man has the X-Men, the Fantastic Four, Madame Web, Thor and Man-Thing at his side! Plus: the debuts of not one, but two new Spider-Women — and one of them is not so nice.

Collecting *Amazing Spider-Man (1999) #1-6* and *Annual '99*, *Peter Parker: Spider-Man (1999) #1-6* and *Thor (1998) #8* — written by Howard Mackie, John Byrne and Dan Jurgens; and illustrated by John Byrne, John Romita Jr., Andy Smith, John Buscema and Bart Sears.

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